

AMERICAN FINANCIAL GROUP INC

Form 4

August 08, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5Check this box  
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subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LINDNER CARL H III2. Issuer Name **and** Ticker or Trading  
Symbol  
AMERICAN FINANCIAL GROUP  
INC [AFG]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

301 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/04/20164. If Amendment, Date Original  
Filed(Month/Day/Year)☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Co-CEO &amp; Co-President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/04/2016                              |                                                             | G                                    | V 2,870                                                                 | D \$ 0                                                                                                             | 4,108,564 <sup>(1)</sup>                                                | I #1 <sup>(2)</sup>                                               |
| Common<br>Stock                       | 05/16/2016                              |                                                             | G                                    | V 200                                                                   | D \$ 0                                                                                                             | 4,123,053 <sup>(1)</sup>                                                | I #1 <sup>(2)</sup>                                               |
| Common<br>Stock                       | 08/04/2016                              |                                                             | S                                    | 100,000                                                                 | D \$ 71.8139 <sup>(3)</sup>                                                                                        | 4,023,053                                                               | I #1 <sup>(2)</sup>                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 37,648                                                                  | I #2 <sup>(4)</sup>                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 1,348,500                                                               | I #12 <sup>(5)</sup>                                              |

|                 |                      |   |                |
|-----------------|----------------------|---|----------------|
| Common<br>Stock | 1,449,094 <u>(1)</u> | I | #26 <u>(6)</u> |
| Common<br>Stock | 2,323,322            | I | #29 <u>(7)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                       | Expiration<br>Date                                  | Title                                                                                                                    | Amount<br>or<br>Number<br>of<br>Shares |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                       |       |
|----------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                      | Director      | 10% Owner | Officer               | Other |
| LINDNER CARL H III<br>301 EAST FOURTH STREET<br>CINCINNATI, OH 45202 | X             |           | Co-CEO & Co-President |       |

## Signatures

Carl H. Lindner III By: Karl J. Grafe, as  
Attorney-in-Fact

08/08/2016

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

### Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On 3/31/2016, Indirect #26 transferred 9,355 shares of AFG Common Stock to Indirect #1 and on 6/30/2016, Indirect #26 transferred 14,689 shares of AFG Common Stock to Indirect #1.

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- (2) Indirect #1: CHL III, TTEE (or his Successors) of the Carl H. Lindner III Family Trust DTD 8/29/02 as Amended.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.505 to \$72.07, inclusive. The reporting person undertakes to provide to American Financial Group, Inc., ("AFG"), any security

- (3) holder of AFG, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in the footnote (3).

- (4) Indirect #2: Martha S. Lindner, (or her Successor) of the Martha S. Lindner Family Trust DTD 8/30/02 as amended.

- (5) Indirect #12: Seraphim Partners LLC fka CHL Investments, LLC

- (6) Indirect #26: CHL III 2010-1 Qualified Annuity Trust DTD 4/9/10.

Indirect #29: Shares voting and dispositive power and holds a remainder interest in shares held directly or indirectly by a charitable lead

- (7) annuity trust. The reporting person disclaims beneficial interest of the shares held by the trust except to the extent of his pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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