

Peraino Vito C
Form 4
February 07, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer 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 *
Peraino Vito C

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP & General Counsel

CINCINNATI, OH 45202

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/05/2018		M	12,000 A \$ 38.11	80,198.34	D	
Common Stock	02/05/2018		M	3,000 A \$ 37.6	83,198.34	D	
Common Stock	02/05/2018		M	16,000 A \$ 44.01	99,198.34	D	
Common Stock	02/05/2018		M	12,000 A \$ 56.44	111,198.34	D	
Common Stock	02/05/2018		M	8,000 A \$ 63.15	119,198.34	D	

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Common Stock	02/05/2018	S	51,000	D	\$ 113.8579 <u>(1)</u>	68,198.34	D	
Common Stock						19,558	I	Held by Spouse

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Exercise	\$ 38.11	02/05/2018		M	12,000	<u>(2)</u> 02/23/2022	Common Stock	12,000	
Stock Option Exercise	\$ 37.6	02/05/2018		M	3,000	<u>(2)</u> 03/12/2022	Common Stock	3,000	
Stock Option Exercise	\$ 44.01	02/05/2018		M	16,000	<u>(2)</u> 02/21/2023	Common Stock	16,000	
Stock Option Exercise	\$ 56.44	02/05/2018		M	12,000	<u>(2)</u> 02/24/2024	Common Stock	12,000	
Stock Option Exercise	\$ 63.15	02/05/2018		M	8,000	<u>(2)</u> 02/23/2025	Common Stock	8,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Peraino Vito C
301 EAST FOURTH STREET
CINCINNATI, OH 45202

Senior VP
& General
Counsel

Signatures

Vito C. Peraino By: Mark A. Weiss as
Attorney-in-Fact

02/07/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.88 to \$115.27, inclusive. The reporting person undertakes to provide to American Financial Group, Inc., ("AFG"), any security 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 ranges set forth in footnote (1) to this Form 4.

(2) These Employee Stock Options become exercisable in five equal installments beginning on the first anniversary of the grant date.

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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