

AMERICAN FINANCIAL GROUP INC

Form 4

August 08, 2016

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

OMB APPROVAL

OMB
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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 *
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 & 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 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)
Common Stock	05/04/2016		G	V 2,870	D \$ 0	4,108,564 ⁽¹⁾	I #1 ⁽²⁾
Common Stock	05/16/2016		G	V 200	D \$ 0	4,123,053 ⁽¹⁾	I #1 ⁽²⁾
Common Stock	08/04/2016		S	100,000	D \$ 71.8139 ⁽³⁾	4,023,053	I #1 ⁽²⁾
Common Stock						37,648	I #2 ⁽⁴⁾
Common Stock						1,348,500	I #12 ⁽⁵⁾

Common Stock	1,449,094 ⁽¹⁾ I	#26 ⁽⁶⁾
Common Stock	2,323,322 I	#29 ⁽⁷⁾

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LINDNER CARL H III 301 EAST FOURTH STREET 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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