

AMERICAN FINANCIAL GROUP INC
 Form 4
 May 14, 2008

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 *
 MARTIN WILLIAM R

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)
 ONE EAST FOURTH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

CINCINNATI, OH 45202
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/14/2008 | | M | | 1,500 A \$ 18.8133 | | D |
| Common Stock | 05/14/2008 | | M | | 3,750 A \$ 18.6333 | | D |
| Common Stock | 05/14/2008 | | M | | 3,750 A \$ 17.9067 | | D |
| Common Stock | 05/14/2008 | | M | | 3,750 A \$ 14.7 | | D |
| Common Stock | 05/14/2008 | | M | | 1,500 A \$ 22.48 | | D |

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| | | | |
|-----------------|--------|---|---------------------------|
| Common Stock | 12,297 | I | Indirect #1 <u>(1)</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 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 |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Director Stock Option | \$ 22.48 | 05/14/2008 | | M | 1,500 | 06/01/1999 06/01/2009 | Common Stock | 1,500 |
| Director Stock Option | \$ 18.8133 | 05/14/2008 | | M | 1,500 | 06/01/1999 06/01/2010 | Common Stock | 1,500 |
| Director Stock Option | \$ 18.6333 | 05/14/2008 | | M | 3,750 | 06/01/2001 06/01/2011 | Common Stock | 3,750 |
| Director Stock Option | \$ 17.9067 | 05/14/2008 | | M | 3,750 | 06/01/2002 06/01/2012 | Common Stock | 3,750 |
| Director Stock Option | \$ 14.7 | 05/14/2008 | | M | 3,750 | 06/01/2003 06/01/2013 | common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN WILLIAM R ONE EAST FOURTH STREET | X | | | |

CINCINNATI, OH 45202

Signatures

William R. Martin By: Karl J. Grafe, as
Attorney-in-Fact

05/14/2008

__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) Indirect #1: These shares are held by the Reporting Person's spouse.

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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