

LINDNER CARL H III  
Form SC 13D/A  
April 13, 2010

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Amendment #4

American Financial Group, Inc.

-----  
(Name of Issuer)

Common Stock, No Par Value

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(Title of Class of Securities)

025932 10 4

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(CUSIP Number)

Karl J. Grafe, Esq.  
One East Fourth Street  
Cincinnati, Ohio 45202  
(513) 579-2540

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 9, 2010

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to

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report the acquisition which is the subject of this Schedule 13D, and is  
filing this schedule because of Rule 13d-1(b)(3) or (4), check the following

box [ ]

Page 1 of 6 Pages

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CUSIP NO. 025932 10 4

13D

Page 2 of 6 Pages

- 1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION, NOS. OF ABOVE PERSONS  
  
Carl H. Lindner III
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
N/A
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States Citizen
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
- WITH:
- 7 SOLE VOTING POWER  
2,852,371
- 8 SHARED VOTING POWER  
2,805,413
- 9 SOLE DISPOSITIVE POWER  
4,716,871
- 10 SHARED DISPOSITIVE POWER  
3,144,670

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING  
PERSON

7,861,541

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.1%

14 TYPE OF REPORTING PERSON\*

IN

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**Item 1. Security and Issuer.**

This Schedule 13D is filed on behalf of Carl H. Lindner III (the "Reporting Person"), to amend and update his Schedule 13D most recently amended on August 7, 2009, relative to the Common Stock, No Par Value per share ("Common Stock") issued by American Financial Group, Inc. (referred to herein as "AFG").

The principal executive offices of AFG are located at One East Fourth Street, Cincinnati, Ohio 45202. All capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Schedule 13D, as amended.

**Item 2. Identity and Background.**

- (a) Carl H. Lindner III
- (b) One East Fourth Street, Cincinnati, Ohio 45202
- (c) Individual Investor
- (d) None
- (e) None
- (f) United States Citizen

**Item 3. Source and Amount of Funds or Other Consideration.**

n/a

**Item 4. Purpose of Transaction.**

On April 9, 2010, the Reporting Person transferred 2,000,000 shares of common stock to a newly created trust for the benefit of his family. While third parties serve as trustee of the trust with voting and dispositive powers, the Reporting Person and his family retain all financial interest in the shares held by the trust.

The Reporting Person considers his beneficial ownership of AFG equity securities as an investment which he continues to evaluate. Although he has no present plans to do so, from time to time the Reporting Person may acquire additional AFG equity securities or dispose of some or all of the AFG equity securities which he beneficially owns.

Except as set forth in this Item 4, the Reporting Person presently has no plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

- 3 -

**Item 5. Interest in Securities of the Issuer.**

As of April 9, 2010 the Reporting Person beneficially owned 7,861,541 shares (or approximately 7.1% of the outstanding shares) of American Financial Common Stock, which amount includes, 35,859 shares held by a trust over which his spouse has voting and dispositive power, 339,257 shares held in two trusts over which his spouse has dispositive power, 1,468,500 shares held in a limited liability company over which shares he holds dispositive power, 2,675,000 shares held in a limited liability company for which he shares voting and dispositive power, but for which he has no direct pecuniary interest, 94,554 share held in a Charitable Lead Annuity Trust, over which he shares voting and dispositive power, 19,945 shares held in a charitable foundation over which he has voting and dispositive power and 396,000 shares which may be acquired within 60 days through the exercise of employee stock options.

Does not include 2,224,330 shares which are held in various trusts for the benefit of his family for which third parties act as trustee with voting and dispositive power.

As of April 9, 2010, and within the prior 60-day period (other than as previously reported on Schedule 13D), the Reporting Person had engaged in the following transactions.

| <u>Date</u>   | <u>Transaction</u>        | <u>Number of Shares</u>  |          | <u>Price</u> |
|---------------|---------------------------|--------------------------|----------|--------------|
|               |                           | <u>Acquired/Disposed</u> |          |              |
| 2/4-2/24 2010 | Gifts                     |                          | (63,323) | N/A          |
| 2/11/2010     | Grant of Restricted Stock |                          | 17,500   | N/A          |

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|           |                       |             |          |
|-----------|-----------------------|-------------|----------|
| 2/11/2010 | Stock Award           | 70,632      | N/A      |
| 3/8/2010  | Gifts                 | (14,387)    | N/A      |
| 3/9/2010  | Gifts                 | 1,835       | N/A      |
| 3/11/2010 | Gifts                 | 1,916       | N/A      |
| 3/24/2010 | Gifts                 | 3,517       | N/A      |
| 3/24/2010 | Open Market Sale      | (70,000)    | 28.4452* |
| 3/25/2010 | Stock Option Exercise | 82,500      | 17.1867  |
| 3/25/2010 | Open Market Sale      | (82,500)    | 28.3431* |
| 3/29/2010 | Gift                  | 17,538      | N/A      |
| 4/9/2010  | Transfer to New Trust | (2,000,000) | N/A      |

\*This is a weighted average price. On 3/24/2010, the shares were sold in multiple transactions at prices ranging from \$28.35 to \$28.54 and on 3/25/2010, the shares were sold in multiple transactions at prices ranging from \$28.16 to \$28.48

To the best knowledge and belief of the undersigned, other than as described herein, no transactions involving American Financial equity securities had been engaged in by the Reporting Person.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None

- 4 -

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Item 7. Material to be filed as Exhibits.

(1) Power of Attorney executed in connection with filings under the Securities Exchange Act of 1934, as amended.

After reasonable inquiry and to the best knowledge and belief of the undersigned, it is hereby certified that the information set forth in this statement is true, complete and correct.

Dated: April 13, 2010

Karl J. Grafe

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Karl J. Grafe, As Attorney-in-Fact for:  
Carl H. Lindner III

- 5 -

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POWER OF ATTORNEY

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I, Carl H. Lindner III, do hereby appoint James C. Kennedy and Karl J. Grafe, or either of them, as my true and lawful attorneys-in-fact to sign on my behalf and to file with the Securities and Exchange Commission any schedules or other filings or amendments thereto made by me pursuant to Sections 13(d), 13(g), 14(d) and 16(a) of the Securities and Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand at Cincinnati, Ohio as of the 5th day of November 1997.

/s/ Carl H. Lindner III

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Carl H. Lindner III

- 6 -