

Peraino Vito C
 Form 3/A
 March 20, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Peraino Vito C | | (Month/Day/Year) | AMERICAN FINANCIAL GROUP INC [AFG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | 03/14/2012 |
| 301 EAST FOURTH STREET | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| CINCINNATI, OH 45202 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | Sr. VP & General Counsel | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 43,495.343 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Option Grant | Â (2) | 02/27/2014 | Common Stock | 18,000 | \$ 20.01 | D | Â |
| Stock Option Grant | Â (2) | 02/24/2015 | Common Stock | 22,501 | \$ 20.28 | D | Â |
| Stock Option Grant | Â (2) | 02/22/2016 | Common Stock | 22,500 | \$ 26.89 | D | Â |
| Stock Option Grant | Â (2) | 02/22/2017 | Common Stock | 18,750 | \$ 36.57 | D | Â |
| Stock Option Grant | Â (2) | 02/21/2018 | Common Stock | 18,000 | \$ 27.2 | D | Â |
| Stock Option Grant | Â (2) | 02/12/2019 | Common Stock | 18,000 | \$ 19.1 | D | Â |
| Stock Option Grant | Â (2) | 02/11/2020 | Common Stock | 11,000 | \$ 24.83 | D | Â |
| Stock Option Grant | Â (2) | 02/16/2021 | Common Stock | 12,000 | \$ 34.34 | D | Â |
| Stock Option Grant | Â (2) | 02/23/2022 | Common Stock | 12,000 | \$ 38.11 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Peraino Vito C 301 EAST FOURTH STREET CINCINNATI, OH 45202 | Â | Â | Â Sr. VP & General Counsel | Â |

Signatures

Vito C. Peraino By: Karl J. Grafe as
Attorney-in-Fact

03/20/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 12,430 shares of restricted stock that vest four years from the date of grant and 1,072,343 shares held in the Issuer's dividend reinvestment plan.
- (2) These Employee Stock Options were granted under the Issuer's Stock Option Plan and 2005 Stock Incentive Plan and 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.