LINDNER S CRAIG
Form 5
February 13, 2013

FORM 5

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

ANNUAL 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

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
LINDNER S CRAIG

(Last) (First) (Middle)

301 EAST FOURTH STREET

(Street)

CINCINNATI,Â OHÂ 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMERICAN FINANCIAL GROUP INC [AFG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Co-CEO & Co-President

6. Individual or Joint/Group Reporting
(check applicable line)
_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/19/2012	Â	G	450	D	$ 0	1,693,978	I	#1 (1)
Common Stock	12/31/2012	Â	G	25,000	D	$ 0	1,668,978	I	#1 (1)
Common stock	Â	Â	Â	Â	Â	Â	112,199	I	#3 (2)
Common Stock	Â	Â	Â	Â	Â	Â	26,900	I	#6 (3)

Common Stock	Â	Â	Â	Â	Â	Â	28,418.3	I	#12 (4)
Common Stock	Â	Â	Â	Â	Â	Â	225,546	I	#23 (5)
Common Stock	Â	Â	Â	Â	Â	Â	194,939	I	#24 (6)
Common Stock	Â	Â	Â	Â	Â	Â	301,805	I	#25 (7)
Common Stock	Â	Â	Â	Â	Â	Â	27,000	I	#26 (8)
Common Stock	12/28/2012	Â	G	28,055	D	$ 0	38,705	I	#27 (9)

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

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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. Pric Deriva Securit (Instr.
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	Â	Â	Â	Â	Â	Â	Â (10)	Â (10)	Common	Â	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDNER S CRAIG 301 EAST FOURTH STREET CINCINNATI,Â OHÂ 45202	Â X	Â	Â Co-CEO & Co-President	Â

Signatures

S. Craig Lindner By: Karl J. Grafe, as Attorney-in-Fact	02/13/2013
**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: SCL TTEE of the SCL Living Trust DTD 03/30/83.
(2)	Indirect #3: By Franes R. Lindner, Trustee for the Frances R. Lindner Living Trust dated 9/13/93.
(3)	Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act.
(4)	Indirect #12: Held in the Company's Retirement and Savings Plan. The number of shares of Common Stock is based on a statement dated as of 12/31/12.
(5)	Indirect #23: CFL TR U/A DTD 4/12/05 FRL TTEE
(6)	Indirect #24: My Nyhart TTEE Christine CU Trust Agreement dtd 12/14/00.
(7)	Indirect #25: M. Nyhart TTEE CFL 2010 Consolidation Trust DTD 12/7/2010.
(8)	Indirect #26: M. Nyhart TTEE CFL 2010 Special Trust DTD 12/17/10.
(9)	Indirect #27: Shares voting and dispositive power and holds a remainder interest in shares held by charitable lead 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.
(10)	Represents amounts held by Reporting Person in a retirement plan of the Issuer based on a statement dated 12/31/2012. Each share is the economic equivalent of one share of common stock. The Reporting Person's account balance is distributed in cash following termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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