SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	to
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

	Estimated average burden	0.5
l	hours per response:	0.5

1. Name and Addres <u>MISCHELL</u> (Last) <u>ONE EAST FOU</u>	(First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN FINANCIAL GROUP INC</u> [AFG] 3. Date of Earliest Transaction (Month/Day/Year) 11/09/2005		ionship of Reporting Perso all applicable) Director Officer (give title below) Sr. V.P Taxe	10% Owner Other (specify below)
(Street) CINCINNATI (City)	OH (State)	45202 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (Form filed by One Report Form filed by More than 0 Person	ting 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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	11/09/2005		М		3,900	A	\$30.06	106,403	D	
Common Stock	11/09/2005		М		10,000	A	\$30.06	116,403	D	
Common Stock	11/09/2005		S		3,900	D	\$34.5	112,503	D	
Common Stock	11/09/2005		S		10,000	D	\$34.5	102,503	D	
Common Stock								1,000	Ι	#1 ⁽¹⁾
Common Stock								9,332.68	Ι	ESPP ⁽²⁾
Common Stock								809.6237	Ι	401-K ⁽²⁾

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)	ative Conversion or Exercise (Month/Day/Year) Date (Month/Day/Year) Fransaction Code (Instr. D a privative Security Security Security Security Date (Month/Day/Year) Date (Month/Day/Year) Security Security Date (Month/Day/Year) Security Sec		of I		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$30.06	11/09/2005		М			3,900	(3)	12/25/2005	Common Stock	3,900	\$30.06	66,100	D	
Employee Stock Option	\$30.06	11/09/2005		М			10,000	(3)	12/25/2005	Common Stock	10,000	\$30.06	56,100	D	

Explanation of Responses:

1. Indirect #1: Represents one-half of the 2,000 shares held by a general partnership of which the Reporting Person is a 50% partner.

2. Totals as of 12/31/2004.

3. These Employee Stock Options ("Options") become exercisable as to 20% of the shares initially granted on the first anniversary of the date of grant, with an additional 20% becoming exercisable on each subsequent anniversary. The Options were granted under the Issuer's Stock Option Plan pursuant to Rule 16b-3.

Remarks:

Thomas E. Mischell By: Karl J. 11/10/2005

Grafe, as Attorney-in-Fact ** Signature of Reporting Person

Date

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

* 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).

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

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 Number.