

☐ 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

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 hours per response:	0.5

1. Name and Address of Reporting Person* <u>LINDNER S CRAIG</u> (Last) (First) (Middle) <u>301 EAST FOURTH STREET</u> (Street) <u>CINCINNATI OH 45202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN FINANCIAL GROUP INC [AFG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-CEO & Co-President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2020		G	V	5,484	D	\$0.00	1,877,118 ⁽¹⁾	I	Indirect #1 ⁽²⁾
Common Stock	08/06/2020		P		3,000	A	\$63.1957 ⁽³⁾	1,880,118	I	Indirect #1 ⁽²⁾
Common Stock	08/06/2020		P		3,000	A	\$63.1957 ⁽³⁾	1,215,690 ⁽¹⁾	I	Indirect #2 ⁽⁴⁾
Common Stock								113,229	I	Indirect #3 ⁽⁵⁾
Common Stock	08/06/2020		P		3,000	A	\$63.1957 ⁽³⁾	3,000	I	Indirect #4 ⁽⁶⁾
Common Stock	08/06/2020		P		3,000	A	\$63.1957 ⁽³⁾	3,000	I	Indirect #5 ⁽⁷⁾
Common Stock								82,788.043	I	401(k) plan ⁽⁸⁾

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 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$62.88	08/06/2020		A		17,411.63	(9)	(9)	Common Stock	17,411.63	\$62.88	34,907.97	D	

Explanation of Responses:

1. On April 17, 2020, Indirect #1 transferred 1,250,000 to Indirect #2 and on June 30, 2020 Indirect #2 transferred 1,877,118 to Indirect #1.
2. Indirect #1: Shares held by a trust where the reporting person serves as trustee.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.45 to \$63.60, inclusive. The reporting person undertakes to provide to American Financial Group, Inc., ("AFG"), any security holder of AFG, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Footnote (3).
4. Indirect #2: Shares held by a trust where the reporting person serves as trustee.
5. Indirect #3: Shares held by a trust where the reporting person's spouse serves as trustee.
6. Indirect #4: Shares held by a trust where the reporting person serves as trustee.
7. Indirect #5: Shares held by a trust where the reporting person serves as trustee.
8. Indirect #12: Held in the Company's 401(k) Retirement and Savings Plan.
9. Represents amounts held by the Reporting Person in a retirement plan of the Issuer. 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.

Remarks:

S. Craig Lindner By: Karl J. Grafe, as Attorney-in-Fact
** Signature of Reporting Person

08/10/2020
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.