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
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									
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hours per response.	05								

1	1 0	on*	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN FINANCIAL GROUP INC</u> [AFG]		tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
(Last) 301 EAST FOUF (Street) CINCINNATI	(First) (Middle) RTH STREET		3. Date of Earliest Transaction (Month/Day/Year) 05/10/2017		below)	below)
· /	CAST FOURTH STREET	45202	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More tha	orting Person
(Citv)	(State)	(Zip)			Person	in one reporting

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)		(1130.4)
Common Stock	05/10/2017		М		20,623	A	\$24.83	151,324	D	
Common Stock	05/10/2017		S		20,623	D	\$98.01(1)	130,701	D	
Common Stock	05/12/2017		М		6,250	A	\$19.1	136,951	D	
Common Stock	05/12/2017		М		1,750	A	\$24.83	138,701	D	
Common Stock								11,707.7506 ⁽²⁾	Ι	ESPP

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

	(e.g., puls, cais, warants, 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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of Securities		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				
Stock Option Exercise	\$24.83	05/10/2017		М			20,623	(3)	12/31/2017	Common	20,623	\$0.00	1,750	D	
Stock Option Exercise	\$19.1	05/12/2017		М			6,250	(3)	12/31/2017	Common	6,250	\$0.00	0	D	
Stock Option Exercise	\$24.83	05/12/2017		М			1,750	(3)	12/31/2017	Common	1,750	\$0.00	0	D	

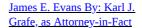
Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.46 to \$98.27, 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 footnote (1) to this Form 4.

2. Shares allocated to the Reporting Person's account under the Issuer's Employee Stock Purchase Plan. All ESPP information reporting herein is based on a plan statement dated as of 12/31/2016.

3. In connection with the Reporting Person's retirement as an employee of the Company, the Employee Stock Options were accelerated to be fully vested and exercisable.

Remarks:



05/12/2017

** 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.