

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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
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1. Name and Address of Reporting Person* <u>LINDNER CARL H III</u>  (Last) (First) (Middle) <u>ONE 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 &amp; Co-President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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								0	D	
Common Stock	02/15/2006		G	V	30,931	D	\$0.00	1,407,591 <sup>(1)</sup>	I	#1 <sup>(2)</sup>
Common Stock	03/06/2006		G	V	578	A	\$0.00	1,406,366	I	#1 <sup>(2)</sup>
Common Stock	05/16/2006		G	V	2,872	D	\$0.00	1,578,946	I	#1 <sup>(2)</sup>
Common Stock	06/26/2006		G	V	11,897	D	\$0.00	1,567,049	I	#1 <sup>(2)</sup>
Common Stock	03/06/2006		G	V	578	A	\$0.00	21,117	I	#2 <sup>(3)</sup>
Common Stock								14,878.2	I	#4 <sup>(4)</sup>
Common Stock								509,873	I	#5 <sup>(5)</sup>
Common Stock								81,219	I	#6 <sup>(6)</sup>
Common Stock	03/06/2006		G	V	578	A	\$0.00	22,468 <sup>(1)</sup>	I	#9 <sup>(7)</sup>
Common Stock	03/06/2006		G	V	578	A	\$0.00	22,468 <sup>(1)</sup>	I	#10 <sup>(8)</sup>
Common Stock								1,000,000	I	#12 <sup>(9)</sup>
Common Stock								1,584	I	#14 <sup>(10)</sup>
Common Stock								10	I	#15 <sup>(11)</sup>
Common Stock								2,677,787 <sup>(1)</sup>	I	#18 <sup>(12)</sup>

**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	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On February 15, 2006 Indirect #1 transferred 601 shares of the Company Common Stock each to Indirect #9, 10 and an emancipated son. On April 12, 2006, Indirect #18 transferred 175,452 shares of Common Stock to Indirect #1.
- Indirect #1: By Carl H. Lindner III, For the Second Amended & Restated Carl H. Lindner III Family Trust Dated 3/11/94.
- Indirect #2: By Martha S. Lindner (Spouse), Trustee For the Second Amended and Restated Marth S. Lindner Family Trust dated 3/11/94.
- Indirect #4: The Company Retirement and Savings Account. The number of shares of Common Stock which would be represented by the value of the Reporting Person's Company Securities Funds account in the Issuer's Retirement and Savings Plan is based on a statement dated as of 12/31/2005.
- Indirect #5: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 11/1/82.
- Indirect #6: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 7/1/83.
- Indirect #9: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III and Marth A. Lindner dated 8/23/85.
- Indirect #10: By Keith E. Lindner, Trustee under an irrevocable Trust Indenture with Carl H. Lindner III and Martha S. Lindner dated 9/26/89.
- Indirect #12: CHL Investments, LLC, a limited liability company directly or indirectly wholly-owned by the Reporting Person.

- 10. Indirect #14: Carl H. Lindner III, custodian of a minor.
- 11. Indirect #15: Son of Reporting Person.
- 12. Indirect #18: CHL III, TTEE of the CHL III 2005-1 Qualified Annuity Trust DTD 10/26/2005.

**Remarks:**

Carl H. Lindner III By: Karl J. Grafe, as Attorney-in-Fact    06/29/2006

\*\* 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.

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