SEC Form 5

Instruction 1(b)

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0362 Estimated average burden

Form 3 Holdings	s Reported.		offitzikofiii	hours per response: 1.0									
Form 4 Transac	tions Reported.		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940										
1. Name and Address of Reporting Person [*] <u>Hertzman Brian S.</u> (Last) (First) (Middle) 301 EAST FOURTH STREET			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN FINANCIAL GROUP INC</u> [AFG] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2023	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) SVP, CFO									
(Street) CINCINNATI (City)	OH (State)	45202 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person									
	Та	ble I - Non-De	rivative Securities Acquired Disposed of or Bene	ficially Owned									

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 Ac Of (D) (Instr. 3, 4		.) or Disposed	5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)		
Common Stock							8,949	D	
Common Stock							1,853.8053(1)	Ι	ESPP
Common Stock							59.119 ⁽²⁾	Ι	DRIP
Common Stock							3,507.5273(3)	Ι	RASP

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares owned by the reporting Person in the Issuer's Employee Stock Purchase Plan (the "ESPP"). All ESPP information reporting herein is based on a plan statement dated as of 12/31/2023.

2. Represents shares held in the Company's Dividend Reinvestment Plan based on plan statement dated as of 12/31/2023.

3. Represents amounts held by the Reporting Person in the Issuer's retirement plan based on a statement dated 12/31/2023. Each share is the economic equivalent of one share of common stock. Upon termination of employment or earlier, if so elected, the Reporting Person's account balances may be distributed, at the option of the Issuer, either in cash or in shares of the Issuer's common stock

> Brian S. Hertzman By: Karl J. 02/09/2024

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.