

BERDING JOHN B
Form 3
May 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

BERDING JOHN B
(Last) (First) (Middle)

301 EAST FOURTH STREET, 27TH FLOOR

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/16/2012

3. Issuer Name and Ticker or Trading Symbol
AMERICAN FINANCIAL GROUP INC [AFG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

117,598 ⁽¹⁾

D

^

Common Stock

23,746

I

ESPP ⁽²⁾

Common Stock

1,144,484

I

401(k) ⁽³⁾

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

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option Grant	Â (4)	02/24/2015	Common Stock	52,500	\$ 20.28	D	Â
Stock Option Grant	Â (4)	02/22/2016	Common Stock	52,500	\$ 26.89	D	Â
Stock Option Grant	Â (4)	02/22/2017	Common Stock	43,750	\$ 36.57	D	Â
Stock Option Grant	Â (4)	09/05/2017	Common Stock	20,000	\$ 28.61	D	Â
Stock Option Grant	Â (4)	02/21/2018	Common Stock	50,000	\$ 27.2	D	Â
Stock Option Grant	Â (4)	02/12/2019	Common Stock	25,000	\$ 19.1	D	Â
Stock Option Grant	Â (4)	02/11/2020	Common Stock	25,000	\$ 24.83	D	Â
Stock Option Grant	Â (4)	02/16/2021	Common Stock	27,500	\$ 34.34	D	Â
Stock Option Grant	Â (4)	02/23/2022	Common Stock	30,000	\$ 38.11	D	Â
Phantom Stock	Â (5)	Â (5)	Common Stock	982.422	\$ 38.92	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERDING JOHN B 301 EAST FOURTH STREET 27TH FLOOR CINCINNATI, OH 45202	Â X	Â	Â	Â

Signatures

John B. Berding By: Karl J. Grafe, as
Attorney-in-Fact

05/23/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- (1) Includes 115,348 shares of restricted stock granted pursuant to Issuer's stock incentive plan.
- (2) Shares owned by the Reporting Person in the Issuer's Employee Stock Purchase Plan (the "ESPP"). The ESPP information reported herein is based on a plan statement dated as of April 30, 2012.
- (3) Represents shares held in the Issuer's 401(k) Retirement and Savings Plan. The number of shares of Common Stock is based on a Plan Statement dated as of April 30, 2012.
- (4) These Employee Stock Options were granted under the Issuer's Stock Option Plan and 2005 Stock Incentive Plan and become exercisable in five equal installments beginning on the first anniversary of the grant date.

Represents amounts held by the Reporting Person in a retirement plan of the Issuer at April 30, 2012. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.