

AMERICAN FINANCIAL GROUP INC

Form 4

March 11, 2016

**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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EVANS JAMES E

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
301 EAST FOURTH STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2016

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

CINCINNATI, OH 45202

4. 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

(City) (State) (Zip)

**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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/08/2016		G	V 152 D \$ 0	131,228	D	
Common Stock	03/11/2016		M	12,661 A \$ 38.11	143,889	D	
Common Stock	03/11/2016		M	6,250 A \$ 34.34	150,139	D	
Common Stock	03/11/2016		M	6,089 A \$ 27.2	156,228	D	
Common Stock	03/11/2016		S	25,000 D \$ 70.0152	131,228	D	

(1)

# Edgar Filing: AMERICAN FINANCIAL GROUP INC - Form 4

Common Stock	11,371.669 (2)	I	ESPP
-----------------	-------------------	---	------

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

**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.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option Exercise	\$ 38.11	03/11/2016		M	12,661	02/23/2012 <sup>(3)</sup> 12/31/2017	Common 12,661
Stock Option Exercise	\$ 34.34	03/11/2016		M	6,250	02/16/2011 <sup>(3)</sup> 12/31/2017	Common 6,250
Stock Option Exercise	\$ 27.2	03/11/2016		M	6,089	02/21/2008 <sup>(3)</sup> 12/31/2017	Common 6,089

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EVANS JAMES E 301 EAST FOURTH STREET CINCINNATI, OH 45202	X

## Signatures

James E. Evans By: Karl J. Grafe, as Attorney-in-Fact	03/11/2016
--	------------

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.95 to 70.11, 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.
- (1) 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 12/31/2015.
- (2) 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.
- (3)

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.