

GREAT AMERICAN FINANCIAL RESOURCES INC

Form 5

February 09, 2006

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362
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2005
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1. Name and Address of Reporting Person *
MARTIN WILLIAM R

(Last) (First) (Middle)

250 EAST FIFTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
GREAT AMERICAN FINANCIAL
RESOURCES INC [GFR]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

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SEC 2270
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)								
Stock Option <u>(1)</u>	\$ 16.24	03/01/2005	Â	A	3,000	Â	03/01/2006	03/01/2015	Common Stock	3,000
Stock Option*	\$ 15.22	Â	Â	Â	Â	Â	05/18/2005	05/18/2014	Common Stock	10,000
Stock Option*	\$ 16.73	Â	Â	Â	Â	Â	03/01/2005	03/01/2014	Common Stock	3,000
Stock Option*	\$ 14.2	Â	Â	Â	Â	Â	03/01/2004	03/01/2013	Common Stock	3,000
Stock Option*	\$ 16.99	Â	Â	Â	Â	Â	03/01/2003	03/01/2012	Common Stock	3,000
Stock Option*	\$ 18.98	Â	Â	Â	Â	Â	03/01/2002	03/01/2011	Common Stock	3,000
Stock Option*	\$ 16.91	Â	Â	Â	Â	Â	06/01/2001	06/01/2010	Common Stock	2,000
Stock Option*	\$ 15.44	Â	Â	Â	Â	Â	03/01/2001	03/01/2010	Common Stock	1,000
Stock Option*	\$ 21.73	Â	Â	Â	Â	Â	03/01/2000	03/01/2009	Common Stock	1,000
Stock Option*	\$ 22.14	Â	Â	Â	Â	Â	03/01/1999	03/01/2008	Common Stock	1,000
Stock Option*	\$ 14.76	Â	Â	Â	Â	Â	03/01/1998	03/01/2007	Common Stock	1,000
Stock Option*	\$ 14.37	Â	Â	Â	Â	Â	02/13/1998	02/13/2007	Common Stock	10,114

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN WILLIAM R 250 EAST FIFTH STREET CINCINNATI, OH 45202	Â X	Â	Â	Â

Signatures

Mark F. Muething, Attorney-in-Fact for William R.
Martin

02/09/2006

__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).

(1) The options vest 20% on each of the first five anniversaries of the date of grant and terminate 10 years after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.