CINCINNATI FINANCIAL CORP

Form 4

February 14, 2005

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or 0.5 response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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(b).

may continue.

See Instruction

| 1. Name and Address of Reporting Person * SCHIFF JOHN J JR | | | 2. Issuer Name and Ticker or Trading Symbol CINCINNATI FINANCIAL CORP [CINF] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|---|---|--|---|------|------------|--|---|--|----------------|--|
| (Last) 6200 SOU | (First) JTH GILMORE R | (Middle) | (Month | te of Earliest Transaction hth/Day/Year) 19/2005 | | | | | X Director 10% Owner Officer (give title Other (specify below) PRESIDENT & CEO | | |
| | (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| FAIRFIEI | LD, OH 45014-51 | 41 | | | | | | _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Ta | ble I - I | Non- | -Derivativ | e Secu | rities A | Acquired, Dispos | sed of, or Ben | neficially Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | | | 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) | | |
| Common Stock | 02/07/2005 | 02/07/20 | 05 | G | V | 17,160 | D | \$ 0 | 3,858,963 | D | |
| Common Stock 401K | | | | | | | | | 1,350 | D | |
| Common Stock | | | | | | | | | 3,540,242 | I | CHARITABLE LEAD ANNUITY TRUST |
| Common Stock | | | | | | | | | 102,082 | I | CO. PENSION PLAN |

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| Common Stock | 108,809 | I | CORPORATION |
|-----------------|---------|---|--------------|
| Common Stock | 47,203 | I | SCHIFF TRUST |
| Common Stock | 536,794 | I | SPOUSE |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | e | 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 |
| Employee Stock Option (right to buy) | \$ 40.75 | | | | | 01/19/2005 | 01/19/2014 | Common Stock | 52,500 |
| Employee Stock Option (right to buy) | \$ 43.71 | | | | | <u>(1)</u> | 01/25/2015 | Common Stock | 60,000 |
| Phantom Stock | \$ 0 | | | | | 08/08/1988 | 08/08/1988 | Common Stock | 9,120 |
| Stock Option | \$ 28.3 | | | | | 01/25/2001 | 01/25/2010 | Common Stock | 52,500 |
| Stock Option | \$ 32.14 | | | | | 01/27/2000 | 01/27/2009 | Common Stock | 110,250 |
| Stock Option | \$ 32.26 | | | | | 08/24/1999 | 08/24/2008 | Common Stock | 10,500 |
| | | | | | | | | | |

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| Stock Option | \$ 34.08 | 02/01/2004 | 02/01/2013 | Common Stock | 52,500 |
|-----------------|----------|------------|------------|-----------------|---------|
| Stock Option | \$ 34.46 | 01/31/2002 | 01/31/2011 | Common Stock | 52,500 |
| Stock Option | \$ 36.71 | 01/28/2003 | 01/28/2012 | Common Stock | 52,500 |
| Stock Option | \$ 43.2 | 01/05/1999 | 01/05/2008 | Common Stock | 110,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-----------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| SCHIFF JOHN J JR 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141 | X | | PRESIDENT & CEO | | | | |

Signatures

JOHN J
SCHIFF, JR.

**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 option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

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.

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