

SCHIFF JOHN J JR
Form 4
February 23, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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) (First) (Middle)
6200 SOUTH GILMORE RD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2011

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

FAIRFIELD, OH 45014-5141

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/07/2011 | | G | V 30,184 D \$ 0 | 3,906,068 | D | |
| Common Stock | | | | | 1,936 ⁽¹⁾ | I | By 401(k) |
| Common Stock | | | | | 2,055,604 | I | By Charitable Lead Annuity Trust |
| Common Stock | | | | | 124,249 | I | By Schiff Agency |

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| | | | |
|--------------|---------|---|-------------------------------|
| Common Stock | 107,186 | I | By Schiff Agency Pension Plan |
| Common Stock | 563,633 | I | By Spouse |

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

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(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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 34.04 | 02/18/2011 | | A | 3,918 | 02/18/2012 ⁽²⁾ 02/18/2021 | Common Stock | 3,918 |
| Restricted Stock Units | \$ 0 | 02/18/2011 | | A | 2,449 | ⁽³⁾ ⁽³⁾ | Common Stock | 2,449 |
| Restricted Stock Units | \$ 0 | 02/18/2011 | | A | 367 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 367 |
| Phantom Stock | \$ 0 | | | | | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 14,28 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

SCHIFF JOHN J JR
6200 SOUTH GILMORE RD
FAIRFIELD, OH 45014-5141

Chairman

Signatures

/s/ John J.
Schiff, Jr.

02/21/2011

**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 reported stock was acquired under the company's 401(k) plan. The reporting person may transfer the value of his shares into an alternative investment selection within the plan.
- (2) The option vests in three annual installments beginning on the first anniversary of the date of grant.
- (3) The restricted stock units vest March 1, 2014 as set forth in the grant agreement, if performance goals are met. The number of restricted stock units shown is the maximum number of such units that may vest.
- (4) The restricted stock units vest February 18, 2014 as set forth in the grant agreement, if service requirements are met.
- (5) Shares were acquired through fixed contributions and dividend reinvestment in the Top Hat plan.

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.