

CINCINNATI FINANCIAL CORP

Form 4

January 27, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHERER J F

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2005

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
SR. VICE PRESIDENT - / SALES &
MARKETING

(Street)

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

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

FAIRFIELD, OH 45014-5141

(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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					57,992	D	
Common Stock 401K					1,629	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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
Employee Stock Option (right to buy)	\$ 40.75							01/19/2005	01/19/2014	Common Stock	15,750
Employee Stock Option (right to buy)	\$ 43.71	01/25/2005	01/25/2005	A		20,000		<u>(1)</u>	01/25/2015	Common Stock	20,000
Stock Option	\$ 18.91							02/03/1997	02/03/2006	Common Stock	3,308
Stock Option	\$ 19.52							04/06/1997	04/06/2006	Common Stock	15,750
Stock Option	\$ 21.39							04/05/1998	04/05/2007	Common Stock	7,875
Stock Option	\$ 21.9							04/15/1998	04/15/2007	Common Stock	7,875
Stock Option	\$ 28.3							01/25/2001	01/25/2010	Common Stock	15,750
Stock Option	\$ 32.14							01/27/2000	01/27/2009	Common Stock	15,750
Stock Option	\$ 32.26							08/24/1999	08/24/2008	Common Stock	10,500
Stock Option	\$ 34.08							02/01/2004	02/01/2013	Common Stock	15,750
Stock Option	\$ 34.46							01/31/2002	01/31/2011	Common Stock	15,750
Stock Option	\$ 36.71							01/28/2003	01/28/2012	Common Stock	15,750
	\$ 40.82							02/07/1999	02/07/2008		15,750

Stock
Option

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHERER J F 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141			SR. VICE PRESIDENT - SALES & MARKETING	

Signatures

JACOB F
SCHERER JR 01/27/2005

__Signature of Reporting Date
Person

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.

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