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Stoneburner Charles P II Form 4 February 23, 2011						
FORM 4 UNITED STATES			OMB A	PPROVAL		
- UNITED STATES	S SECURITIES AND EXCHANGE (Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or	NERSHIP OF	Expires: January 31 2005 Estimated average burden hours per response 0.5				
$\frac{\text{obligations}}{\text{may continue.}}$ Section 17(a) of the	Section 16(a) of the Securities Exchang Public Utility Holding Company Act o of the Investment Company Act of 19	f 1935 or Section	·			
(Print or Type Responses)						
1. Name and Address of Reporting Person <u>*</u> Stoneburner Charles P II	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	(Month/Day/Year)			Director 10% Owner X Officer (give title Other (specify below) below) Sr Vice President - Subsidiary		
(Street) FAIRFIELD, OH 45014-5141	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
		Person				
(City) (State) (Zip)	Table I - Non-Derivative Securities Act	quired, Disposed of	, or Beneficial	ly Owned		
(Instr. 3) any	emed 3. 4. Securities on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common Stock		16,331	D			

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

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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. Transactic Code (Instr. 8)	5. Number pof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (Right to Buy)	\$ 34.04	02/18/2011		A	6,698	02/18/2012 <u>(1)</u>	02/18/2021	Common Stock	6,698
Restricted Stock Units	\$ 0	02/18/2011		А	4,187	(2)	(2)	Common Stock	4,187
Restricted Stock Units	\$ 0	02/18/2011		А	773	<u>(3)</u>	(3)	Common Stock	773

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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Stoneburner Charles P II 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141			Sr Vice President - Subsidiary		
Olamature a					

Signatures

Charles P Stoneburner II	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 option vests in three annual installments beginning on the first anniversary of the date of grant.
- (2) 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.
- (3) The restricted stock units vest February 18, 2014 as set forth in the grant agreement, if service requirements are met.

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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