POPPLEWELL DAVID H

Form 4

March 11, 2013

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Estimated average

burden hours per

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * POPPLEWELL DAVID H | | | 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 SOUTH | (First) GILMORE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2013 | Director 10% Owner _X Officer (give title Other (specify below) President - Subsidiary | | |
| | (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 | | |
| FAIRFIELD, OH 45014-5141 | | | | Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | e I - Non-E | Derivative : | Securi | ties Acqu | ired, Disposed of | , or Beneficial | y 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 (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 03/08/2013 | | M | 2,977 | A | \$ 34.04 | 56,797 | D | |
| Common Stock | 03/08/2013 | | M | 1,614 | A | \$ 35.63 | 58,411 | D | |
| Common Stock | 03/08/2013 | | M | 16,538 | A | \$ 38.8 | 74,949 | D | |
| Common Stock | 03/08/2013 | | M | 15,750 | A | \$ 41.62 | 90,699 | D | |
| Common Stock | 03/08/2013 | | M | 8,000 | A | \$ 37.59 | 98,699 | D | |

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| Common Stock | 03/08/2013 | M | 1,906 | A | \$ 26.58 | 100,605 | D | |
|-----------------|------------|---|--------|---|-------------|-----------|---|-------------------|
| Common Stock | 03/08/2013 | F | 41,393 | D | \$ 46.36 | 59,212 | D | |
| Common Stock | | | | | | 8,328 (1) | I | By 401(k) Plan |

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

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

SEC 1474

(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) | Code | onDerivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amoun Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|--------|--------------|--------|--|--------------------|---|------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Option (Right to Buy) | \$ 34.04 | 03/08/2013 | | M | | 2,977 | 02/18/2012(2) | 02/18/2021 | Common Stock | 2,97 |
| Employee Stock Option (Right to Buy) | \$ 35.63 | 03/08/2013 | | M | | 1,614 | 02/17/2013(2) | 02/17/2022 | Common Stock | 1,61 |
| Employee Stock Option (Right to Buy) | \$ 38.8 | 03/08/2013 | | M | | 16,538 | 01/19/2005(2) | 01/19/2014 | Common Stock | 16,5 |
| Employee Stock Option (Right to Buy) | \$ 41.62 | 03/08/2013 | | M | | 15,750 | 01/25/2006(2) | 01/25/2015 | Common Stock | 15,7 |

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| Employee Stock Option (Right to Buy) | \$ 37.59 | 03/08/2013 | M | 8,000 | 02/18/2009(2) | 02/18/2018 | Common Stock | 8,00 |
|--|----------|------------|---|-------|---------------|------------|-----------------|------|
| Employee Stock Option (Right to Buy) | \$ 26.58 | 03/08/2013 | M | 1,906 | 02/19/2011(2) | 02/19/2020 | Common Stock | 1,90 |
| Phantom Stock Shares | \$ 0 | | | | (3) | (3) | Common Stock | 9,36 |

Reporting Owners

FAIRFIELD, OH 45014-5141

| Reporting Owner Name / Address | Kelationships | | | | | |
|--------------------------------|---------------|-----------|------------------------|-------|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | |
| POPPLEWELL DAVID H | | | | | | |
| 6200 SOUTH GILMORE RD | | | President - Subsidiary | | | |

Signatures

David H

Popplewell 03/11/2013

**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.
- The reported phantom stock shares were acquired under the company's top hat savings plan, an "Excess Benefits Plan" within the (3) meaning of Rule 16b-3(b)(2), and are to be settled upon the reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock shares into an alternative investment selection within the 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.

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