

CINCINNATI FINANCIAL CORP

Form 8-K/A

May 06, 2010

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report: May 1, 2010  
(Date of earliest event reported)

CINCINNATI FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction  
of incorporation)

0-4604  
(Commission  
File Number)

31-0746871  
(I.R.S. Employer  
Identification No.)

6200 S. Gilmore Road, Fairfield, Ohio  
(Address of principal executive offices)

45014-5141  
(Zip Code)

Registrant's telephone number, including area code: (513) 870-2000

N/A  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

Final audited voting results on matters properly brought before the annual meeting of shareholders held on May 1, 2010, are set forth below:

Total Outstanding Shares as of Record Date: 162,927,521                      Shares Voted at Meeting: 137,587,416

Proposal 1: Election of Directors:

Gregory T. Bier	Linda W. Clement-Holmes	Douglas S. Skidmore	Larry R. Webb
128,838,754 For	129,491,212 For	129,524,447 For	122,373,003 For
1,673,292 Withheld	1,020,834 Withheld	987,599 Withheld	8,139,043 Withheld

Proposal 2: Amendment of Articles of Incorporation to Declassify Board:

134,692,132 For                      2,566,820 Against                      328,464 Abstain

Proposal 3: Amendment of Code of Regulations to Add Advance Notice Provisions:

129,966,620 For                      7,394,363 Against                      226,433 Abstain

Proposal 4: Ratify Selection of Independent Registered Public Accounting Firm:

136,334,250 For                      1,133,661 Against                      119,505 Abstain

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CINCINNATI FINANCIAL CORPORATION

Date: May 6, 2010

/s/Steven J. Johnston  
 Steven J. Johnston, FCAS, MAAA, CFA  
 Chief Financial Officer, Senior Vice President, Secretary  
 and Treasurer