

CINCINNATI FINANCIAL CORP  
Form 8-K  
February 21, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report: February 15, 2013

(Date of earliest event reported)

**CINCINNATI FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

Ohio                                      0-4604                      31-0746871  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)                      File Number) Identification No.)

6200 S. Gilmore Road, Fairfield, Ohio      45014-5141  
(Address of principal executive offices)      (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))

**Item 5.02(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 15, 2013, the compensation committee of the board of directors of Cincinnati Financial Corporation approved the agreement forms for stock-based compensation under the 2012 Stock Compensation Plan (2012 Plan). The 2012 Plan was approved by shareholders at the 2012 Annual Meeting of Shareholders on April 28, 2012. A copy of the 2012 Plan can be found in the Cincinnati Financial Corporation 2012 Shareholder Meeting Notice and Proxy Statement, Appendix A, Page 63.

The 2012 Plan allows for various stock awards to be granted as compensation to full-time associates of the company and its subsidiaries and affiliated companies as an incentive that directly links individual performance to the profitability of the company's businesses. The agreement forms contain terms and conditions common in all grants. Specific terms, such as number of shares, vesting schedules and performance targets, if applicable, are determined by the committee at the time of grant. The standard forms for the incentive stock option agreement, nonqualified stock option agreement, service-based restricted stock unit agreement, and performance-based restricted stock unit agreement are attached as Exhibits 10.1 through 10.4.

**Item 7.01 Regulation FD Disclosure**

The Board of Directors has set the date for the 2013 Annual Meeting of Shareholders of Cincinnati Financial Corporation for Saturday, April 27, 2013, at 9:30 a.m., at the Cincinnati Art Museum, located in Eden Park, Cincinnati, Ohio. Shareholders of record at the close of business on March 1, 2013 will be entitled to vote at the meeting.

In accordance with general instruction B.2 of Form 8-K, the information furnished in this report pursuant to Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

**Exhibit 10.1** – Form of Incentive Stock Option Agreement for the Cincinnati Financial Corporation 2012 Stock Compensation Plan

**Exhibit 10.2** – Form of Nonqualified Stock Option Agreement for the Cincinnati Financial Corporation 2012 Stock Compensation Plan

**Exhibit 10.3** – Form of Restricted Stock Unit Agreement (service based) for the Cincinnati Financial Corporation 2012 Stock Compensation Plan

**Exhibit 10.4** – Form of Restricted Stock Unit Agreement (performance based) for the Cincinnati Financial Corporation 2012 Stock Compensation Plan

**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.

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CINCINNATI FINANCIAL CORPORATION

Date: February 21, 2013 /S/ Michael J. Sewell

Michael J. Sewell, CPA

Chief Financial Officer, Senior Vice President and Treasurer