

KELLINGTON JOHN S
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLINGTON JOHN S

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
Sr. VP, Chief Info Officer-Sub

FAIRFIELD, OH 45014

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2019		M		288 A \$ 0	48,291.8977	D
Common Stock	03/01/2019		M		678 A \$ 0	48,969.8977	D
Common Stock	03/01/2019		M		650 A \$ 0	49,619.8977	D
Common Stock	03/01/2019		F		845 D \$ 87.1	48,774.8977	D
Common Stock	03/01/2019		M		1,262 A \$ 0	50,036.8977	D

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

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(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)	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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0	03/01/2019		M	288	(1) (1)	Common Stock 288	\$
Restricted Stock Units	\$ 0	03/01/2019		M	650	(2) (2)	Common Stock 650	\$
Restricted Stock Units	\$ 0	03/01/2019		M	678	(3) (3)	Common Stock 678	\$
Restricted Stock Units	\$ 0	03/01/2019		M	1,262	(4) (4)	Common Stock 1,262	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLINGTON JOHN S 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014			Sr. VP, Chief Info Officer-Sub	

Signatures

/s/ John S
Kellington

03/01/2019

**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 restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2019.
- (2) The restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2020.
- (3) The restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2021.
- (4) The restricted stock units became payable March 1, 2019. The performance goals were met at threshold level.

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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