

CINCINNATI FINANCIAL CORP
 Form 4
 February 15, 2006

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 *
 SCHIFF JOHN J JR

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)
 02/14/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 PRESIDENT & CEO

FAIRFIELD, OH 45014-5141

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/14/2006 | 02/14/2006 | G | V 20,412 D \$ 0 | 4,081,509 | D | |
| Common Stock 401K | | | | | 1,487 | D | |
| Common Stock | | | | | 3,507,241 | I | CHARITABLE LEAD ANNUITY TRUST |
| Common Stock | | | | | 107,186 | I | CO. PENSION PLAN |

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| | | | |
|--------------|---------|---|--------------|
| Common Stock | 114,249 | I | CORPORATION |
| Common Stock | 49,563 | I | SCHIFF TRUST |
| Common Stock | 563,633 | I | SPOUSE |

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) | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 38.8 | | | | | 01/19/2005 01/19/2014 | Common Stock | 55,125 |
| Employee Stock Option (right to buy) | \$ 41.6285 | | | | | ⁽¹⁾ 01/25/2015 | Common Stock | 63,000 |
| Employee Stock Option (right to buy) | \$ 45.26 | | | | | ⁽¹⁾ 02/02/2016 | Common Stock | 50,000 |
| Phantom Stock | \$ 0 | | | | | 08/08/1988 08/08/1988 | Common Stock | 11,052 |
| Stock Option | \$ 26.95 | | | | | 01/25/2001 01/25/2010 | Common Stock | 55,125 |

| | | | | | |
|--------------|----------|------------|------------|--------------|---------|
| Stock Option | \$ 30.6 | 01/27/2000 | 01/27/2009 | Common Stock | 115,763 |
| Stock Option | \$ 30.72 | 08/24/1999 | 08/24/2008 | Common Stock | 11,025 |
| Stock Option | \$ 32.45 | 02/01/2004 | 02/01/2013 | Common Stock | 55,125 |
| Stock Option | \$ 32.81 | 01/31/2002 | 01/31/2011 | Common Stock | 55,125 |
| Stock Option | \$ 34.96 | 01/28/2003 | 01/28/2012 | Common Stock | 55,125 |
| Stock Option | \$ 41.14 | 01/05/1999 | 01/05/2008 | Common Stock | 115,763 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHIFF JOHN J JR 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141 | X | | PRESIDENT & CEO | |

Signatures

JOHN J
SCHIFF, JR. 02/15/2006

**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 is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

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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