

CINCINNATI FINANCIAL CORP
 Form 4
 March 22, 2005

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)
 03/18/2005

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

FAIRFIELD, OH 45014-5141
 (City) (State) (Zip)

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

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 | | | | | 3,858,963 | D | |
| Common Stock 401K | | | | | 1,389 | D | |
| Common Stock | | | | | 3,540,242 | I | CHARITABLE LEAD ANNUITY TRUST |
| Common Stock | | | | | 102,082 | I | CO. PENSION PLAN |

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| | | | |
|--------------|---------|---|--------------|
| Common Stock | 108,809 | I | CORPORATION |
| Common Stock | 47,203 | I | SCHIFF TRUST |
| Common Stock | 536,794 | I | SPOUSE |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 40.75 | | | | | 01/19/2005 | 01/19/2014 | Common Stock | 52,500 |
| Employee Stock Option (right to buy) | \$ 43.71 | | | | | <u>(1)</u> | 01/25/2015 | Common Stock | 60,000 |
| Phantom Stock | \$ 0 | 03/18/2005 | 03/18/2005 | A ⁽²⁾ | 151 | 08/08/1988 | 08/08/1988 | Common Stock | 150 |
| Stock Option | \$ 28.3 | | | | | 01/25/2001 | 01/25/2010 | Common Stock | 52,500 |
| Stock Option | \$ 32.14 | | | | | 01/27/2000 | 01/27/2009 | Common Stock | 110,250 |
| Stock Option | \$ 32.26 | | | | | 08/24/1999 | 08/24/2008 | Common Stock | 10,500 |

| | | | | | | | |
|--------------|----------|--|--|------------|------------|--------------|---------|
| Stock Option | \$ 34.08 | | | 02/01/2004 | 02/01/2013 | Common Stock | 52,500 |
| Stock Option | \$ 34.46 | | | 01/31/2002 | 01/31/2011 | Common Stock | 52,500 |
| Stock Option | \$ 36.71 | | | 01/28/2003 | 01/28/2012 | Common Stock | 52,500 |
| Stock Option | \$ 43.2 | | | 01/05/1999 | 01/05/2008 | Common Stock | 110,250 |

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. 03/22/2005

__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.

(2) Dividend Reinvestment shares acquired through the 401K and Top Hat plans.

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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