

CINCINNATI FINANCIAL CORP

Form 4

March 05, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**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 *
Stoneburner Charles P II2. 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)
03/03/2014☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Sr Vice President - Subsidiary

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

FAIRFIELD, OH 45014-5141

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)
Common Stock	03/03/2014		M	V Amount (A) or (D) Price 8,000 A \$ 26.59	35,592	D	
Common Stock	03/03/2014		M	2,750 A \$ 37.59	38,342	D	
Common Stock	03/03/2014		M	4,187 A \$ 0	42,529	D	
Common Stock	03/03/2014		F	1,355 D \$ 46.49	41,174	D	

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.59	03/03/2014		M	8,000	11/14/2009 ⁽¹⁾ 11/14/2018	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 37.59	03/03/2014		M	2,750	02/18/2009 ⁽¹⁾ 02/18/2018	Common Stock	2,750
Restricted Stock Units	\$ 0	03/03/2014		M	4,187	⁽²⁾ ⁽²⁾	Common Stock	4,187

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stoneburner Charles P II 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141	Sr Vice President - Subsidiary

Signatures

Charles P
Stoneburner II 03/04/2014

 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 vests in three annual installments beginning on the first anniversary of the date of grant.

(2) The restricted stock units became payable on March 3, 2014. The performance goals were met at the maximum 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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