CINCINNATI FINANCIAL CORP
Form 4
February 02, 2007

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 *
SCHERER J F

(Last) (First) (Middle)

6200 SOUTH GILMORE RD

(Street)

FAIRFIELD, OH 45014-5141

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CINCINNATI FINANCIAL CORP [CINF]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2007

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
SR. VICE PRESIDENT - / SALES & MARKETING

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								80,422	D	
Common Stock 401K								1,874	D	

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)	$ 38.8							01/19/2005	01/19/2014	Common Stock	16,538
Employee Stock Option (right to buy)	$ 41.62							(1)	01/25/2015	Common Stock	21,000
Employee Stock Option (right to buy)	$ 45.26							(1)	02/02/2016	Common Stock	15,000
Restricted Stock Units	$ 0	01/31/2007	01/31/2007	A		1,850		(2)	(2)	Common Stock	1,850
Stock Option	$ 20.37							04/05/1998	04/05/2007	Common Stock	8,269
Stock Option	$ 20.85							04/15/1998	04/15/2007	Common Stock	8,269
Stock Option	$ 26.95							01/25/2001	01/25/2010	Common Stock	16,538
Stock Option	$ 30.6							01/27/2000	01/27/2009	Common Stock	16,538
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	16,538
Stock	$ 32.81							01/31/2002	01/31/2011	Common	16,538

Option								Stock	
Stock Option	$ 34.96					01/28/2003	01/28/2012	Common Stock	16,538
Stock Option	$ 38.87					02/07/1999	02/07/2008	Common Stock	16,538
Stock Options (Right to buy)	$ 44.79	01/31/2007	01/31/2007	A	7,500	(1)	01/31/2017	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHERER J F 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141			SR. VICE PRESIDENT -	SALES & MARKETING

Signatures

JACOB F SCHERER JR	02/02/2007
**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 equal annual installments beginning on the first anniversary of the date of grant.

(2) The restricted stock units vest three years from grant date if performance goals are met.

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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