

JOSEPH THOMAS A
Form 4
February 06, 2006

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

OMB APPROVAL

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Check this box 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 *
JOSEPH THOMAS A

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

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2006

____ Director
____ Officer (give title below) 10% Owner
 Other (specify below)
SR. VICE PRESIDENT - / COMMERCIAL LINES

(Street)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 29,352 | D | |
| Common Stock | | | | | 50 | I | CHILD |

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

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SEC 1474 (9-02)

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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) | \$ 41.6285 | | | | | <u>(1)</u> 01/25/2015 | Common Stock 21,000 |
| Employee Stock Option (right to buy) | \$ 45.26 | 02/02/2006 | 02/02/2006 | A | 15,000 | <u>(1)</u> 02/02/2016 | Common Stock 15,000 |
| Stock Option | \$ 20.37 | | | | | 04/05/1998 04/05/2007 | Common Stock 3,308 |
| 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 5,513 |
| Stock Option | \$ 30.72 | | | | | 08/24/1999 08/24/2008 | Common Stock 3,308 |
| Stock Option | \$ 32.45 | | | | | 02/01/2004 02/01/2013 | Common Stock 16,538 |
| Stock Option | \$ 32.81 | | | | | 01/31/2002 01/31/2011 | Common Stock 16,538 |
| 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 3,308 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|------------------|
| | Director | 10% Owner | Officer | Other |
| JOSEPH THOMAS A 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141 | | | SR. VICE PRESIDENT - | COMMERCIAL LINES |

Signatures

THOMAS A
JOSEPH

02/06/2006

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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