

CINCINNATI FINANCIAL CORP

Form 4

February 02, 2007

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHEWS ERIC N

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)

FAIRFIELD, OH 45014-5141

(City) (State) (Zip)

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

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VICE PRESIDENT

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)
Common Stock				(A) or (D)	31,712	D	
Common Stock				(A) or (D)	635	I	CHILDREN

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

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information contained in this form are not
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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							(1)	01/19/2014	Common Stock	5,513
Employee Stock Option (right to buy)	\$ 41.62							(1)	01/25/2015	Common Stock	5,250
Employee Stock Option (right to buy)	\$ 45.26							(1)	02/02/2016	Common Stock	5,000
Restricted Stock Units	\$ 0	01/31/2007	01/31/2007	A	610			(2)	(2)	Common Stock	610
Stock Option	\$ 20.37							(1)	04/05/2007	Common Stock	3,308
Stock Option	\$ 26.95							(1)	01/25/2010	Common Stock	16,538
Stock Option	\$ 30.6							01/27/2000	01/27/2009	Common Stock	4,410
Stock Option	\$ 30.72							08/24/1999	08/24/2008	Common Stock	2,205
Stock Option	\$ 32.45							(1)	02/01/2013	Common Stock	5,513
Stock Option	\$ 32.81							(1)	01/31/2011	Common Stock	5,513
Stock	\$ 34.96							(1)	01/28/2012	Common	5,513

Option								Stock	
Stock	\$ 38.87					(1)	02/07/2008	Common	3,308
Option								Stock	
Stock									
Options	\$ 44.79	01/31/2007	01/31/2007	A	2,500	(1)	01/31/2017	Common	2,500
(Right to								Stock	
buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHEWS ERIC N 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141			VICE PRESIDENT	

Signatures

ERIC N
MATHEWS 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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