

Hollenbeck Martin F  
 Form 4  
 March 05, 2018

**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 \*  
 Hollenbeck Martin F

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)  
 03/01/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr.VP,Chief Investment Officer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2018		M	5,939 A \$ 0	52,032	D	
Common Stock	03/01/2018		M	203 A \$ 0	52,235	D	
Common Stock	03/01/2018		M	352 A \$ 0	52,587	D	
Common Stock	03/01/2018		M	804 A \$ 0	53,391	D	
Common Stock	03/01/2018		F	2,142 D \$ 74.18	51,249	D	

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Common Stock 1,523 <sup>(1)</sup> I By 401(k)

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/01/2018		M	5,939	<u>(2)</u> <u>(2)</u>	Common Stock	5,939
Restricted Stock Units	\$ 0	03/01/2018		M	203	<u>(3)</u> <u>(3)</u>	Common Stock	203
Restricted Stock Units	\$ 0	03/01/2018		M	352	<u>(4)</u> <u>(4)</u>	Common Stock	352
Restricted Stock Units	\$ 0	03/01/2018		M	804	<u>(5)</u> <u>(5)</u>	Common Stock	804
Phantom Stock	\$ 0					<u>(6)</u> <u>(6)</u>	Common Stock	4,883

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Hollenbeck Martin F  
6200 SOUTH GILMORE RD  
FAIRFIELD, OH 45014-5141

Sr. VP, Chief Investment Officer

## Signatures

/s/ Martin F  
Hollenbeck

03/02/2018

\_\_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 reported stock was acquired under the company's 401(k) plan. The reporting person may transfer the value of his shares into an alternative investment selection within the plan.
  - (2) The restricted stock units became payable March 1, 2018. The performance goals were met at the target level.
  - (3) The restricted stock units vested March 1, 2018, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2018.
  - (4) The restricted stock units vested March 1, 2018, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2019.
  - (5) The restricted stock units vested March 1, 2018, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2020.
- The reported phantom stock shares were acquired under the company's Top Hat Savings Plan, an "Excess Benefits Plan" within the
- (6) meaning of Rule 16b-3(b)(2), and are to be settled upon the reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock shares into an alternative investment selection within the plan.

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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