

CINCINNATI FINANCIAL CORP  
Form 8-K  
March 07, 2012

**UNITED  
STATES**

**SECURITIES  
AND  
EXCHANGE  
COMMISSION**

**Washington, D.C.  
20549**

FORM 8-K

CURRENT  
REPORT

Pursuant to Section  
13 OR 15(d) of the  
Securities  
Exchange Act of  
1934

Date of Report:  
March 2, 2012

(Date of earliest  
event reported)

CINCINNATI  
FINANCIAL  
CORPORATION  
(Exact name of  
registrant as  
specified in its  
charter)

Ohio                                      0-4604                      31-0746871  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)                      File Number) Identification No.)

6205014-5141  
S.  
Gilmore  
Road,

Fairfield,  
Ohio  
(Address  
of  
principal  
executive  
offices)

Registrant's  
telephone  
number,  
including area  
code: (513)  
870-2000

N/A

(Former name  
or former  
address, if  
changed since  
last report.)

Check the  
appropriate box  
below if the  
Form 8-K filing  
is intended to  
simultaneously  
satisfy the  
filing  
obligation of  
the registrant  
under any of  
the following  
provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

**Item 5.02(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 2, 2012, the board of directors of Cincinnati Financial Corporation amended the Cincinnati Financial Corporation Annual Incentive Compensation Plan of 2009 to increase the maximum amount of awards available under the plan to \$2 million from \$1 million. The amendment applies to awards granted after March 2, 2012, and does not affect any outstanding award. The plan, as amended, is attached hereto as Exhibit 10.1.

In accordance with general instruction B.2 of Form 8-K, the information furnished in this report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

**Exhibit 10.1** – Amended Cincinnati Financial Corporation Annual Incentive Compensation Plan of 2009

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CINCINNATI FINANCIAL CORPORATION

Date: March 7, 2012 /S/ Michael J. Sewell  
Michael J. Sewell, CPA

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Chief Financial Officer, Senior Vice President and Treasurer