SCHIFF JOHN J JR

Form 4

January 05, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHIFF JOHN J JR			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) 01/03/2007	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) PRESIDENT & CEO
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
FAIRFIELD,	ОН 45014-5	141		Form filed by More than One Reporting Person

(City)	(State)	(Zip) T	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of Indirect		
Security	(Month/Day/Year)	Execution Date, if	Transacti	or(A) or Disposed of (D)	Securities	Ownership	Beneficial Ownership		
(Instr 3)		anv	Code	(Instr. 3. 4 and 5)	Reneficially	Form:	(Instr 4)		

Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Ownership	Beneficial Ownership
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	(Instr. 4)
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	
							Reported	(I)	
					(A) or		Transaction(s)	(Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	01/03/2007	01/03/2007	A	10	A	\$ 45.39	4,099,019	D	
Common									
Stock							1,541	D	
401K									
									CHARITABLE
Common							2 252 699	T	LEAD
Stock							3,352,688	I	ANNUITY
									TRUST
Common							107,186	I	CO. PENSION
Stock							107,180	1	ΡΙΔΝ

PLAN

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Common Stock	114,249	I	CORPORATION
Common Stock	49,563	I	SCHIFF TRUST
Common Stock	563,633	I	SPOUSE

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

D

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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				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	55,125
Employee Stock Option (right to buy)	\$ 41.62					<u>(1)</u>	01/25/2015	Common Stock	63,000
Employee Stock Option (right to buy)	\$ 45.26					<u>(1)</u>	02/02/2016	Common Stock	50,000
Phantom Stock	\$ 0					08/08/1988	08/08/1988	Common Stock	11,397
Stock Option	\$ 26.95					<u>(1)</u>	01/25/2010	Common Stock	25,125

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Stock Option	\$ 30.6	01/27/2000	01/27/2009	Common Stock	115,763
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	55,125
Stock Option	\$ 32.81	01/31/2002	01/31/2011	Common Stock	55,125
Stock Option	\$ 34.96	01/28/2003	01/28/2012	Common Stock	55,125
Stock Option	\$ 41.14	01/05/1999	01/05/2008	Common Stock	115,763

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHIFF JOHN J JR							
6200 SOUTH GILMORE RD	X		PRESIDENT & CEO				
FAIRFIELD, OH 45014-5141							

Signatures

JOHN J
SCHIFF, JR.

**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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