CINCINNATI FINANCIAL CORP

Form 4/A January 29, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

CINCINNATI FINANCIAL CORP

Symbol

[CINF]

OMB Number:

3235-0287 January 31, Expires:

OMB APPROVAL

0.5

2005 Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

SCHIFF JOHN J JR

1. Name and Address of Reporting Person *

			[011 11	J						
(Last) 6200 SOU	· / · · · / · · · · · · · · · · · · · ·			e of Earliest Transaction h/Day/Year) 2/2006				X Direc X Offic below)	er (give title _	elow)
			mendment, Date Original Month/Day/Year) 5/2007				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivati	ve Sec	urities	Acquired, Dispo	osed of, or Be	eneficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 11/22/2006	2A. Deemed Execution Dany (Month/Day	Date, if	3. Transactic Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3, Amount	l (A) o l of (D))	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)
Stock Common Stock 401K							•	1,487	D	
Common Stock								3,352,688 (1)	I	CHARITABLE LEAD ANNUITY TRUST
Common Stock								107,186	I	CO. PENSION 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.

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SEC 1474

(9-02)

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab 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	55,125
Employee Stock Option (right to buy)	\$ 41.6285					(2)	01/25/2015	Common Stock	63,000
Employee Stock Option (right to buy)	\$ 45.26					(2)	02/02/2016	Common Stock	50,000
Phantom Stock	\$ 0					08/08/1988	08/08/1988	Common Stock	11,052
Stock Option	\$ 26.95					01/25/2001(2)	01/25/2010	Common Stock	55,125

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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						
noporous o water runne / runne oo	Director	10% Owner	Officer	Other			
SCHIFF JOHN J JR 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141	X		PRESIDENT & CEO				

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).
- (2) The option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (1) Shares are gifted quarterly from the Charitable Lead Annuity Trust.

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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