

CINCINNATI FINANCIAL CORP
 Form 4
 February 02, 2007

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 *
SHEVCHIK JOAN O

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)
01/31/2007

____ Director
 ____ Officer (give title below) Other (specify below)
SR. VICE PRESIDENT - / CORPORATE COMMUNICATIONS

(Street)
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)
				(A) or (D) Price			
Common Stock					14,426	D	
Common Stock					1,150	I	CHILD
Common Stock					7,019	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)

displays a currently valid OMB control number.

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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date			
				Code	V	(A)	(D)	Title		
Employee Stock Option (right to buy)	\$ 38.8							01/19/2005 01/19/2014	Common Stock	5,513
Employee Stock Option (right to buy)	\$ 41.62							<u>(1)</u> 01/25/2015	Common Stock	6,300
Employee Stock Option (right to buy)	\$ 45.26							<u>(1)</u> 02/02/2016	Common Stock	5,000
Restricted Stock Units	\$ 0	01/31/2007	01/31/2007	A	610			<u>(2)</u> <u>(2)</u>	Common Stock	610
Stock Option	\$ 20.37							04/05/1998 04/05/2007	Common Stock	1,654
Stock Option	\$ 26.95							01/25/2001 01/25/2010	Common Stock	5,513
Stock Option	\$ 30.6							01/27/2000 01/27/2009	Common Stock	2,205
Stock Option	\$ 30.72							08/24/1999 08/24/2008	Common Stock	1,103
Stock Option	\$ 32.45							02/01/2004 02/01/2013	Common Stock	5,513

Stock Option	\$ 32.81					01/31/2002	01/31/2011	Common Stock	4,410
Stock Option	\$ 34.96					01/28/2003	01/28/2012	Common Stock	5,513
Stock Option	\$ 38.87					02/07/1999	02/07/2008	Common Stock	1,654
Stock Options (Right to buy)	\$ 44.79	01/31/2007	01/31/2007	A	2,500	<u>(1)</u>	01/31/2017	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEVCHIK JOAN O 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141			SR. VICE PRESIDENT -	CORPORATE COMMUNICATIONS

Signatures

JOAN
SHEVCHIK 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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