

CINCINNATI FINANCIAL CORP

Form DEFA14A

March 20, 2008

SCHEDULE DEF-14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to Section 240.14a-12

CINCINNATI FINANCIAL CORPORATION

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price of other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

N/A

2) Form, Schedule or Registration Statement No.:

N/A

3) Filing Party:

N/A

4) Date Filed:

N/A

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on May 3, 2008.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The following materials are available for view:

2007 Annual Report / 2008 Shareholder Meeting Notice and Proxy Statement

To view this material and vote your proxy, have the 12-digit Control #(s) available and visit: www.proxyvote.com

If you want to receive a paper or e-mail copy of the above listed documents, you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below on or before April 15, 2008.

To request material: **Internet:** www.proxyvote.com **Telephone:** 1-800-579-1639 ****E-mail:** sendmaterial@proxyvote.com

****If requesting material by e-mail, please send a blank e-mail with the 12-digit Control# (located on the following page) in the subject line.**

Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

**CINCINNATI FINANCIAL
CORPORATION
P.O. BOX 145496
CINCINNATI, OH 45250-5496**

**CINCINNATI FINANCIAL CORPORATION
Vote
In
Person**

At the Meeting you will need to request a ballot to vote these shares.

R1CIN1

Meeting Notice and Location

You are cordially invited to attend the Annual Meeting of Shareholders to be held on Saturday, May 3, 2008, at 9.30 AM EDT at:

The Cincinnati Art Museum
953 Eden Park Drive
Cincinnati, OH 45202

Shareholders of record as of March 5, 2008, will be eligible to vote at the meeting.

Cincinnati Art Museum

From I-71 North or South, take Exit 2 and follow the signs to Eden Park and the Art Museum. All events will take place on the lower level near the auditorium entrance. Please do not enter through the main entrance.

R1CIN2

Voting items

The Board of Directors recommends a vote FOR Mr. Larry R. Webb for a term of two years and the other listed nominees for terms of three years.

1. Election of Directors

Nominees:

- 01) Larry R. Webb
- 02) Kenneth C. Lichtendahi
- 03) W. Rodney McMullen
- 04) Thomas R. Schiff
- 05) John F. Steele, Jr.

The Board of Directors recommends a vote FOR the following proposals.

2. Ratifying the selection of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2008.
3. Amending the company's Code of Regulations to provide express authority for uncertificated shares.

The designated proxies will also have the discretion to vote on such other matters as may properly come before the meeting.

R1CIN3