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CINCINNATI FINANCIAL CORP Form 4/A February 08, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SCHIFF JOHN J JR Issuer Symbol CINCINNATI FINANCIAL CORP (Check all applicable) [CINF] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Other (specify X_Officer (give title (Month/Day/Year) below) below) 6200 SOUTH GILMORE RD 01/31/2007 PRESIDENT & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 02/02/2007 Form filed by More than One Reporting FAIRFIELD, OH 45014-5141 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Indirect 6. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership **Beneficial Ownership** (Instr. 3) any Code Disposed of (D) Beneficially Form: (Instr. 4) (Instr. 8) (Instr. 3, 4 and 5) Direct (D) (Month/Day/Year) Owned Following or Indirect Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 4,099,019 D Stock Common Stock 1.541 D 401K **CHARITABLE** Common LEAD 3,303,044 I Stock ANNUITY TRUST CO. PENSION Common 107,186 I **PLAN** Stock

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

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

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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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	ie	7. Title and 3 Underlying 3 (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of 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
Restricted Stock Units	\$ 0	01/31/2007	01/31/2007	А	6,100	(2)	(2)	Common Stock	6,100

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Stock Option	\$ 26.95	<u>(1)</u>	01/25/2010	Common Stock	25,125
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
Stock Options (Right to buy)	\$ 44.79	<u>(1)</u>	01/31/2017	Common Stock	25,000

Reporting Owners

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

Signatures

JOHN J	02/06/2007
SCHIFF, JR.	02/00/2007
<u>**</u> 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 March 1, 2010, 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. 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.