CINCINNATI FINANCIAL CORP

Form 4/A

February 08, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

Common

Stock

(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 MATHEWS ERIC N Issuer Symbol CINCINNATI FINANCIAL CORP (Check all applicable) [CINF] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 6200 SOUTH GILMORE RD 01/31/2007 VICE PRESIDENT (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 Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 31,712 D Stock

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

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CHILDREN

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)		Expiration Da (Month/Day/Y	Oate Exercisable and iration Date onth/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					<u>(1)</u>	01/19/2014	Common Stock	5,513	
Employee Stock Option (right to buy)	\$ 41.62					<u>(1)</u>	01/25/2015	Common Stock	5,250	
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	(2)	(2)	Common Stock	610	
Stock Option	\$ 20.37					<u>(1)</u>	04/05/2007	Common Stock	3,308	
Stock Option	\$ 26.95					<u>(1)</u>	01/25/2010	Common Stock	16,538	
Stock Option	\$ 30.6					01/27/2000	01/27/2009	Common Stock	4,410	
Stock Option	\$ 30.72					08/24/1999	08/24/2008	Common Stock	2,205	
Stock Option	\$ 32.45					<u>(1)</u>	02/01/2013	Common Stock	5,513	
Stock Option	\$ 32.81					<u>(1)</u>	01/31/2011	Common Stock	5,513	
	\$ 34.96					<u>(1)</u>	01/28/2012		5,513	

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Stock Option				Common Stock	
Stock Option	\$ 38.87	<u>(1)</u>	02/07/2008	Common Stock	3,308
Stock Options (Right to buy)	\$ 44.79	<u>(1)</u>	01/31/2017	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MATHEWS ERIC N 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141

VICE PRESIDENT

Signatures

ERIC N

MATHEWS 02/06/2007

**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 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.

Reporting Owners 3