

Spray Stephen M
 Form 3
 May 04, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Spray Stephen M | | (Month/Day/Year) | CINCINNATI FINANCIAL CORP [CINF] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/28/2012 | | |
| 6200 SOUTH GILMORE RD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr Vice President - Subsidiary | |
| FAIRFIELD,Â OHÂ 45014 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,314 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------|---------------------------|---------------------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 910 | \$ 0 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 910 | \$ 0 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 4,014 | \$ 0 | D | Â |
| Employee Stock Option (Right to Buy) | 02/01/2004 ⁽⁴⁾ | 02/01/2013 ⁽⁴⁾ | Common Stock | 828 | \$ 32.45 | D | Â |
| Employee Stock Option (Right to Buy) | 01/19/2005 ⁽⁴⁾ | 01/19/2014 ⁽⁴⁾ | Common Stock | 828 | \$ 38.8 | D | Â |
| Employee Stock Option (Right to Buy) | 01/25/2006 ⁽⁴⁾ | 01/25/2015 ⁽⁴⁾ | Common Stock | 1,050 | \$ 41.62 | D | Â |
| Employee Stock Option (Right to Buy) | 02/02/2007 ⁽⁴⁾ | 02/02/2016 ⁽⁴⁾ | Common Stock | 1,000 | \$ 45.26 | D | Â |
| Employee Stock Option (Right to Buy) | 01/31/2008 ⁽⁴⁾ | 01/31/2017 ⁽⁴⁾ | Common Stock | 400 | \$ 44.79 | D | Â |
| Employee Stock Option (Right to Buy) | 01/30/2009 ⁽⁴⁾ | 01/30/2018 ⁽⁴⁾ | Common Stock | 1,250 | \$ 39.09 | D | Â |
| Employee Stock Option (Right to Buy) | 11/14/2009 ⁽⁴⁾ | 11/14/2018 ⁽⁴⁾ | Common Stock | 1,250 | \$ 26.59 | D | Â |
| Employee Stock Option (Right to Buy) | 02/19/2011 ⁽⁴⁾ | 02/19/2020 ⁽⁴⁾ | Common Stock | 3,150 | \$ 26.58 | D | Â |
| Employee Stock Option (Right to Buy) | 02/18/2012 ⁽⁴⁾ | 02/18/2021 ⁽⁴⁾ | Common Stock | 3,150 | \$ 34.04 | D | Â |
| Employee Stock Option (Right to Buy) | 02/17/2013 ⁽⁴⁾ | 02/17/2022 ⁽⁴⁾ | Common Stock | 3,211 | \$ 35.63 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Spray Stephen M 6200 SOUTH GILMORE RD FAIRFIELD,Â OHÂ 45014 | Â | Â | Â Sr Vice President - Subsidiary | Â |

Signatures

Stephen M
Spray

05/04/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units vest February 19, 2013 as set forth in the grant agreement, if service requirements are met.
- (2) The restricted stock units vest February 18, 2014 as set forth in the grant agreement, if service requirements are met.
- (3) The restricted stock units vest March 1, 2015 as set forth in the grant agreement, if performance goals are met. The number of restricted stock units shown is the maximum number of such units that may vest.
- (4) The option vests in three annual installments beginning on the first anniversary of the date of grant.

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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