

CINCINNATI FINANCIAL CORP
 Form 4
 March 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
 SCHIFF JOHN J JR

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/12/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 PRESIDENT & CEO

FAIRFIELD, OH 45014-5141
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	3,858,963 <u>(1)</u>	D	
Common Stock 401K				(A) or (D)	1,389	D	
Common Stock				(A) or (D)	3,540,242 <u>(1)</u>	I	CHARITABLE LEAD ANNUITY TRUST
Common Stock				(A) or (D)	102,082 ⁽¹⁾	I	CO. PENSION PLAN

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Common Stock	108,809 ⁽¹⁾	I	CORPORATION
Common Stock	47,203 ⁽¹⁾	I	SCHIFF TRUST
Common Stock	536,794 ⁽¹⁾	I	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. 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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 40.75					01/19/2005	01/19/2014	Common Stock	52,500
Employee Stock Option (right to buy)	\$ 43.71					⁽²⁾	01/25/2015	Common Stock	60,000
Phantom Stock	\$ 0	01/12/2005	01/12/2005	A ⁽³⁾	148	08/08/1988	08/08/1988	Common Stock	148
Phantom Stock	\$ 0	01/14/2005	01/14/2005	A ⁽³⁾	58	08/08/1988	08/08/1988	Common Stock	58
Phantom Stock	\$ 0	01/28/2005	01/28/2005	A ⁽³⁾	148	08/08/1988	08/08/1988	Common Stock	148
Phantom Stock	\$ 0	02/08/2005	02/08/2005	A ⁽³⁾	145	08/08/1988	08/08/1988	Common Stock	145

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Phantom Stock	\$ 0	03/02/2005	03/02/2005	A ⁽³⁾	287	08/08/1988	08/08/1988	Common Stock	287
Stock Option	\$ 28.3					01/25/2001	01/25/2010	Common Stock	52,500
Stock Option	\$ 32.14					01/27/2000	01/27/2009	Common Stock	110,250
Stock Option	\$ 32.26					08/24/1999	08/24/2008	Common Stock	10,500
Stock Option	\$ 34.08					02/01/2004	02/01/2013	Common Stock	52,500
Stock Option	\$ 34.46					01/31/2002	01/31/2011	Common Stock	52,500
Stock Option	\$ 36.71					01/28/2003	01/28/2012	Common Stock	52,500
Stock Option	\$ 43.2					01/05/1999	01/05/2008	Common Stock	110,250

Reporting Owners

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

Signatures

JOHN J
SCHIFF, JR. 03/04/2005

__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).

(2) The option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

(3) Dividend Reinvestment shares acquired through the 401K and Top Hat plans.

(1) Share amounts have been adjusted for a 5% Stock Dividend, record date April 30, 2004, paid June 15, 2004.

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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