#### CINCINNATI FINANCIAL CORP

Form 4

February 14, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* JOHNSTON STEVEN J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CINCINNATI FINANCIAL CORP

(Check all applicable)

[CINF]

(Last) (First) (Middle)

3. Date of Earliest Transaction

\_X\_\_ Director X\_ Officer (give title

10% Owner Other (specify

6200 SOUTH GILMORE RD

(Street)

02/10/2017

President & CEO

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

below)

FAIRFIELD, OH 45014-5141

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or Code V Amount (D) Price

(A)

(Instr. 3 and 4)

Common Stock

70,377

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)

(9-02)

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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)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 70.7	02/10/2017		A	76,484	02/10/2018(1)	02/10/2027	Common Stock	76,4
Restricted Stock Units	\$ 0	02/10/2017		A	23,340	<u>(2)</u>	(2)	Common Stock	23,3
Restricted Stock Units	\$ 0	02/10/2017		A	3,537	(3)	(3)	Common Stock	3,53
Phantom Stock Shares	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	81,7

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
JOHNSTON STEVEN J	<b>X</b> 7		D 11 + 0 CEO			
6200 SOUTH GILMORE RD	X		President & CEO			
FAIRFIELD, OH 45014-5141						

# **Signatures**

/s/ Steven J
Johnston

\*\*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 annual installments beginning on the first anniversary of the date of grant.
- (2) The restricted stock units vest March 1, 2020, 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.

Reporting Owners 2

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- (3) The restricted stock units vest in three annual installments on March 1, as set forth in the grant agreement, if service requirements are met.
  - The reported phantom stock shares were acquired under the company's Top Hat Savings Plan, an "Excess Benefits Plan" within the
- (4) meaning of Rule 16b-3(b)(2), and are to be settled upon the reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock shares into an alternative investment selection within the plan.

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.