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:

3235-0287

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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 A POPPLEWE	Symbol CINCI	2. Issuer Name and Ticker or Trading Symbol CINCINNATI FINANCIAL CORP [CINF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 6200 SOUT	(First) (M	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2007				Director 10% Owner Officer (give titleX Other (specify below) below) PRESIDENT OF AFFILIATED CO.			
FAIRFIELD	(Street) O, OH 45014-514	Filed(M 02/02/	4. If Amendment, Date Original Filed(Month/Day/Year) 02/02/2007			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, i any (Month/Day/Year	Code	4. SecurionAcquired Disposed (Instr. 3,	(A) or d of (D) 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						27,296	D			
Common Stock 401K						409	D			

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 38.8					01/19/2005	01/19/2014	Common Stock	16,538
Employee Stock Option (right to buy)	\$ 41.62					<u>(1)</u>	01/25/2015	Common Stock	15,750
Employee Stock Option (right to buy)	\$ 45.26					<u>(1)</u>	02/02/2016	Common Stock	15,000
Restricted Stock Units	\$ 0	01/31/2007	01/31/2007	A	1,850	(2)	<u>(2)</u>	Common Stock	1,850
Stock Option	\$ 26.95					<u>(1)</u>	01/25/2010	Common Stock	12,827
Stock Option	\$ 30.6					01/27/2000	01/27/2009	Common Stock	16,538
Stock Option	\$ 30.72					08/24/1999	08/24/2008	Common Stock	11,025
Stock Option	\$ 32.45					02/01/2003	02/01/2013	Common Stock	16,538
Stock Option	\$ 32.81					01/31/2001	01/31/2011	Common Stock	16,538
Stock Option	\$ 34.96					01/28/2002	01/28/2012	Common Stock	16,538
Stock	\$ 38.87					02/06/1999	02/06/2008	Common	16,538

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Option Stock

Stock

Options (Right to \$44.79 (1) 01/31/2017 Common Stock 7,500

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POPPLEWELL DAVID H 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141

PRESIDENT OF AFFILIATED CO.

Signatures

DAVID

POPPLEWELL 02/06/2007

**Signature of Reporting

Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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.

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