

SCHIFF JOHN J JR

Form 4

February 23, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(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)

FAIRFIELD, OH 45014-5141

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman

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 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	02/07/2011		G	V 30,184 D \$ 0	3,906,068	D	
Common Stock					1,936 ⁽¹⁾	I	By 401(k)
Common Stock					2,055,604	I	By Charitable Lead Annuity Trust
Common Stock					124,249	I	By Schiff Agency

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Common Stock	107,186	I	By Schiff Agency Pension Plan
Common Stock	563,633	I	By Spouse

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 34.04	02/18/2011		A		3,918		02/18/2012 ⁽²⁾	02/18/2021	Common Stock	3,918
Restricted Stock Units	\$ 0	02/18/2011		A		2,449		⁽³⁾	⁽³⁾	Common Stock	2,449
Restricted Stock Units	\$ 0	02/18/2011		A		367		⁽⁴⁾	⁽⁴⁾	Common Stock	367
Phantom Stock	\$ 0							⁽⁵⁾	⁽⁵⁾	Common Stock	14,28

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
X

SCHIFF JOHN J JR
6200 SOUTH GILMORE RD
FAIRFIELD, OH 45014-5141

Chairman

Signatures

/s/ John J.
Schiff, Jr.

02/21/2011

**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 reported stock was acquired under the company's 401(k) plan. The reporting person may transfer the value of his shares into an alternative investment selection within the plan.
- (2) The option vests in three annual installments beginning on the first anniversary of the date of grant.
- (3) The restricted stock units vest March 1, 2014 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 restricted stock units vest February 18, 2014 as set forth in the grant agreement, if service requirements are met.
- (5) Shares were acquired through fixed contributions and dividend reinvestment in the Top Hat plan.

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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