SCHIFF JOHN J JR

Form 4

January 05, 2006

### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(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					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 6200 SOUTH	(First)	(Middle)	[CINF] 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			X Director 10% Owner Officer (give title Other (specify below) PRESIDENT & CEO					
FAIRFIELD,	4. If Amendment, Date Original Filed(Month/Day/Year)					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)	Ta	ble I - N	lon-	-Derivativ	e Sec	urities A	cquired, Dispose	d of, or Bene	eficially Owned
	Transaction Date Month/Day/Year)	2A. Deeme Execution I any (Month/Day	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			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 Of Stock	1/03/2006	01/03/200	06	A	•	10	A	\$ 45.07	4,101,921 (1)	D	
Common Stock 401K									1,457 (1)	D	
Common Stock									3,557,504 (2) (1)	I	CHARITABLE LEAD ANNUITY TRUST

CO. PENSION

**PLAN** 

107,186 (1) I

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Common Stock	114,249 (1)	I	CORPORATION
Common Stock	49,563 (1)	I	SCHIFF TRUST
Common Stock	563,633 (1)	I	SPOUSE

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	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	55,125
Employee Stock Option (right to buy)	\$ 41.6285					<u>(3)</u>	01/25/2015	Common Stock	63,000
Phantom Stock	\$ 0					08/08/1988	08/08/1988	Common Stock	10,834
Stock Option	\$ 26.95					01/25/2001	01/25/2010	Common Stock	55,125
Stock Option	\$ 30.6					01/27/2000	01/27/2009	Common Stock	115,763
Stock Option	\$ 30.72					08/24/1999	08/24/2008	Common Stock	11,025

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Stock Option	\$ 32.45	02/01/2004	02/01/2013	Common Stock	55,125
Stock Option	\$ 32.81	01/31/2002	01/31/2011	Common Stock	55,125
Stock Option	\$ 34.96	01/28/2003	01/28/2012	Common Stock	55,125
Stock Option	\$ 41.14	01/05/1999	01/05/2008	Common Stock	115,763

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	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.

\*\*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).
- (3) The option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (2) Shares are gifted quarterly from the Charitable Lead Annuity Trust.
- (1) Share amounts and exercise prices have been adjusted for a 5% Stock Dividend, record date April 6, 2005, paid April 26, 2005.

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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