

CINCINNATI FINANCIAL CORP
 Form 4
 March 07, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TIMMEL TIMOTHY L

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)
03/03/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President-Subsidiary

FAIRFIELD, OH 45014-5141

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

(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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/03/2016		M	7,500 A \$ 44.79	116,402	I	By Trust
Common Stock	03/03/2016		F	5,992 D \$ 64.16	110,410	I	By Trust
Common Stock	03/04/2016		M	8,000 A \$ 37.59	118,410	I	By Trust
Common Stock	03/04/2016		M	4,322 A \$ 34.04	122,732	I	By Trust
Common Stock	03/04/2016		F	2,482 D \$ 64.27	120,250	I	By Trust

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Common Stock	03/04/2016	M	4,684	A	\$ 35.63	124,934	I	By Trust
Common Stock						0	D	
Common Stock						3,626 ⁽¹⁾	I	By 401(k) Plan
Common Stock						383	I	By IRA
Common Stock						39,948	I	By Spouse's Trust

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44.79	03/03/2016		M	7,500	01/31/2008 ⁽²⁾ 01/31/2017	Common Stock	7,500	
Employee Stock Option (Right to Buy)	\$ 37.59	03/04/2016		M	8,000	02/18/2009 ⁽²⁾ 02/18/2018	Common Stock	8,000	
Employee Stock Option (Right to Buy)	\$ 34.04	03/04/2016		M	4,322	02/18/2012 ⁽²⁾ 02/18/2021	Common Stock	4,322	

Buy)

Employee
Stock

Option (Right to Buy)	\$ 35.63	03/04/2016	M	4,684	02/17/2013 ⁽²⁾	02/17/2022	Common Stock	4,684
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Phantom Stock	\$ 0				<u>(3)</u>	<u>(3)</u>	Common Stock	10,42
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIMMEL TIMOTHY L 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141			Sr. Vice President-Subsidiary	

Signatures

/s/ Timothy L
Timmel

03/07/2016

 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 reported phantom stock shares were acquired under the company's Top Hat Savings Plan, an "Excess Benefits Plan" within the 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.

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