

CINCINNATI FINANCIAL CORP  
 Form 4  
 March 10, 2006

**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 \*  
**BENOSKI JAMES E**

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)  
**03/08/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VICE CHAIRMAN & CIO**

**FAIRFIELD, OH 45014-5141**  
 (City) (State) (Zip)

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 (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) |          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------|
|                                 |                                      |  |                                | (A) or (D) Code V   | Amount  | Price  |                                   |          |
| Common Stock                    | 03/08/2006                           |  | M                              | 1,400   | A   | \$ 30.72   | 105,126                           | D        |
| Common Stock                    |                                      |  |                                |   |   |  | 35,372                            | I Spouse |

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

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SEC 1474 (9-02)

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**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)       | \$ 26.95   |                                      |  |                                |   | 01/25/2001      01/25/2010                               | Common Stock      48,460                                      |
| Employee Stock Option (right to buy)       | \$ 30.6  |                                      |  |                                |   | 01/27/2000      01/27/2009                               | Common Stock      3,675                                       |
| Employee Stock Option (right to buy)       | \$ 32.45   |                                      |  |                                |   | 02/01/2004      02/01/2013                               | Common Stock      55,125                                      |
| Employee Stock Option (right to buy)       | \$ 32.81   |                                      |  |                                |   | 01/31/2002      01/31/2011                               | Common Stock      55,125                                      |
| Employee Stock Option (right to buy)       | \$ 34.96   |                                      |  |                                |   | 01/28/2003      01/28/2012                               | Common Stock      55,125                                      |
| Employee Stock Option (right to buy)       | \$ 38.8  |                                      |  |                                |   | 01/19/2005      01/19/2014                               | Common Stock      55,125                                      |
| Employee Stock Option                      | \$ 38.87   |                                      |  |                                |   | 02/07/1999      02/07/2008                               | Common Stock      6,615                                       |

(right to buy)

Employee Stock

Option \$ 41.6285

(right to buy)

(1)

01/25/2015

Common Stock

63,000

Employee Stock

Option \$ 45.26

(right to buy)

(1)

02/02/2016

Common Stock

50,000

Employee Stock

Option \$ 30.72 03/08/2006

(right to buy)

M

1,400

(1)

08/24/2008

Common Stock

1,400

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| BENOSKI JAMES E<br>6200 SOUTH GILMORE RD<br>FAIRFIELD, OH 45014-5141 | X             |           | VICE<br>CHAIRMAN &<br>CIO |       |

## Signatures

JAMES E  
BENOSKI

03/09/2006

\*\*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 is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

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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