SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Stoneburner Charles P II	2. Date of Event Requiring Statement (Month/Day/Year) 02/01/2008		3. Issuer Name and Ticker or Trading Symbol <u>CINCINNATI FINANCIAL CORP</u> [CINF]					
(Last) (First) (Middle) 6200 SOUTH GILMORE RD			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
			X Officer (give title Other (specify below) below)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			Sr Vice President - S	ubsidiary		,	y One Reporting Person	
FAIRFIELD OH 45014-5141						Form filed by Reporting P	y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	m: Direct (D) (Instr. 5) Indirect (I)		Beneficial Ownership	
Common Stock			15,301	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Employee Stock Option (right to buy)	01/25/2001 ⁽¹⁾	01/25/2010	Common Stock	4,410	26.95	D		
Employee Stock Option (right to buy)	01/27/2000 ⁽¹⁾	01/27/2009	Common Stock	1,103	30.6	D		
Employee Stock Option (right to buy)	08/24/1999 ⁽¹⁾	08/24/2008	3 Common Stock	1,103	30.72	D		
Employee Stock Option (right to buy)	02/01/2004 ⁽¹⁾	02/01/2013	3 Common Stock	2,205	32.45	D		
Employee Stock Option (right to buy)	01/31/2002 ⁽¹⁾	01/31/2011	Common Stock	2,205	32.81	D		
Employee Stock Option (right to buy)	01/28/2003 ⁽¹⁾	01/28/2012	2 Common Stock	2,205	34.96	D		
Employee Stock Option (right to buy)	01/19/2005 ⁽¹⁾	01/19/2014	Common Stock	3,308	38.8	D		
Employee Stock Option (right to buy)	01/25/2006 ⁽¹⁾	01/25/2015	6 Common Stock	4,200	41.62	D		
Employee Stock Option (right to buy)	01/31/2008 ⁽¹⁾	01/31/2017	7 Common Stock	2,000	44.79	D		
Employee Stock Option (right to buy)	02/02/2007 ⁽¹⁾	02/02/2016	6 Common Stock	4,000	45.26	D		
Restricted Stock Units	(2)	(2)	Common Stock	490	0	D		

Explanation of Responses:

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.

CharlesPStoneburner II

<u>02/08/2008</u> Date

** Signature of Reporting Person

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.