

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Hollenbeck Martin F</u> (Last) (First) (Middle) <u>6200 SOUTH GILMORE RD</u> (Street) <u>FAIRFIELD OH 45014-5141</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CINCINNATI FINANCIAL CORP [CINF]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Sr.VP,Chief Investment Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2020		M		4,701	A	\$0.00	64,721	I	Trust
Common Stock	03/02/2020		M		804	A	\$0.00	65,525	I	Trust
Common Stock	03/02/2020		M		838	A	\$0.00	66,363	I	Trust
Common Stock	03/02/2020		M		718	A	\$0.00	67,081	I	Trust
Common Stock	03/02/2020		F		1,380	D	\$96.88	65,701	I	Trust
Common Stock	03/02/2020		F		236	D	\$96.88	65,465	I	Trust
Common Stock	03/02/2020		F		246	D	\$96.88	65,219	I	Trust
Common Stock	03/02/2020		F		206	D	\$96.88	65,013	I	Trust
Common Stock								1,599 ⁽¹⁾	I	By 401(k)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Stock Units	\$0.00	03/02/2020		M		4,701	(2)	(2)	Common Stock	4,701	\$0.00	0.00	D	
Restricted Stock Units	\$0.00	03/02/2020		M		804	(3)	(3)	Common Stock	804	\$0.00	0.00	D	
Restricted Stock Units	\$0.00	03/02/2020		M		838	(4)	(4)	Common Stock	838	\$0.00	838	D	
Restricted Stock Units	\$0.00	03/02/2020		M		718	(5)	(5)	Common Stock	718	\$0.00	1,436	D	
Phantom Stock	\$0.00						(6)	(6)	Common Stock	5,135		5,135	D	

Explanation of Responses:

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 restricted stock units became payable March 1, 2020. The performance goals were met at target level.
3. The restricted stock units vested March 1, 2020, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2020.
4. The restricted stock units vested March 1, 2020, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2021.
5. The restricted stock units vested March 1, 2020, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2022.
6. 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.

Remarks:

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 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).

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.