

**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**

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*<br><u>SCHIFF ROBERT C</u><br><hr/> (Last) (First) (Middle)<br><u>6200 SOUTH GILMORE RD</u><br><hr/> (Street)<br><u>FAIRFIELD OH 45014-5141</u><br><hr/> (City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>CINCINNATI FINANCIAL CORP [ CINF ]</u> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/25/2004</u>                    |  |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 08/25/2004                           | 08/25/2004   | J <sup>(1)</sup>               | V | 2,515,014   | D          | \$0   | 0 <sup>(2)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 872,592 <sup>(2)</sup>  | I  | FOUNDATION TRUST                                      |
| Common Stock                    | 08/25/2004                           | 08/25/2004   | J <sup>(1)</sup>               | V | 111,537   | D          | \$0   | 0 <sup>(2)</sup>  | I  | SPOUSE  |
| Common Stock - Trust            | 08/25/2004                           | 08/25/2004   | J <sup>(1)</sup>               | V | 2,515,014   | A          | \$0   | 2,515,014 <sup>(2)</sup>  | D  |   |
| Common Stock - Trust            | 08/25/2004                           | 08/25/2004   | A                              | V | 375,208   | A          | \$0   | 2,890,222 <sup>(2)</sup>  | D  |   |
| Common Stock - Trust            | 08/25/2004                           | 08/25/2004   | J <sup>(1)</sup>               | V | 111,537   | A          | \$0   | 111,537 <sup>(2)</sup>  | I  | GRANTOR TRUST-SPOUSE                                  |
| Common Stock - Trust            | 08/25/2004                           | 08/25/2004   | A                              | V | 146,712   | A          | \$0   | 258,249 <sup>(2)</sup>  | I  | GRANTOR TRUST-SPOUSE                                  |
| Common Stock - Trust            | 08/25/2004                           | 08/25/2004   | A                              |   | 72,805  | A          | \$0   | 331,054 <sup>(2)</sup>  | I  | GRANTOR TRUST-SPOUSE                                  |

**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 | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares                 |  |   |  |

**Explanation of Responses:**

1. Reclass shares of ownership  
 2. Share amounts have been adjusted for a 5% Stock Dividend, record date April 30, 2004, paid June 15, 2004.

ROBERT C SCHIFF08/27/2004

\*\* Signature of Reporting Person Date

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.**