

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

OMB APPROVAL  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1 )\*  
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Cincinnati Financial Corporation

-----  
(Name of Issuer)

Common Shares, Without Par Value

-----  
(Title of Class of Securities)

172062101

-----  
(CUSIP Number)

December 31, 1998  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

[    ] Rule 13d-1 (b)  
[ x ] Rule 13d-1 (c)  
[    ] Rule 133d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fifth Third Bancorp  
31-0854434

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒ [X]

(b) ☐ [ ]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio corporation

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER

9,311,855

-----  
6 SHARED VOTING POWER

461,069

-----  
7 SOLE DISPOSITIVE POWER

7,138,751

-----  
8 SHARED DISPOSITIVE POWER

676,155

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,772,924

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

NOT APPLICABLE

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.85%

-----  
12 TYPE OF REPORTING PERSON\*

HC

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1 (a) Name of Issuer:

Cincinnati Financial Corporation

Item 1 (b) Address of Issuer's Principal Executive Office:

6200 South Gilmore Road  
Fairfield, Ohio 45014-5141

Item 2 (a) - (c) Names, Addresses & Citizenship of Persons Filing:

Fifth Third Bancorp  
38 Fountain Square Plaza  
Cincinnati, Ohio 45263

Item 2 (d) Title of Class of Securities:

Common Shares, without par value

Item 2 (e) CUSIP Number:

172062101

Item 3 Not Applicable

Fifth Third Bancorp is filing this statement pursuant to Rule 13d-1 (c).

Item 4 Ownership:

This report relates to beneficial holdings by Fifth Third Bancorp, through several of its banking subsidiaries, of an aggregate of 9,772,924 outstanding shares of the Common Stock of Cincinnati Financial Corporation, no par value.

The following tabulations set forth the shares with respect of which voting rights are held or shared and those shares to which there is the power of disposal.

(a) Amount Beneficially Owned:

Fifth Third Bancorp, through fiduciary accounts held in its banking subsidiaries, has neither voting power nor dispositive power with respect to 3,784,263 shares and are not deemed to be beneficially owned.

The following are held in fiduciary accounts in Bancorp's banking subsidiaries and are deemed to be beneficially owned:

Powers:	No. of Shares
Full voting; full dispositive	7,138,751
Full voting; shared dispositive	215,086
Full voting; no dispositive	1,958,018
Shared voting; full dispositive	0
Shared voting; shared dispositive	461,069
Shared voting; no dispositive	0
No voting; full dispositive	0
No voting; shared dispositive	0
No voting; no dispositive	3,784,263

## (b) Percentage of Class:

Fifth Third Bancorp has aggregate beneficial ownership of 5.85%.

## (c) Number of Shares as to which such Person has:

(i)	Sole Power to Vote or to Direct the Vote	9,311,855
(ii)	Shared Power to Vote or to Direct the Vote	461,069
(iii)	Sole Power to Dispose or to Direct the Disposition of	7,138,751
(iv)	Shared Power to Dispose or to Direct the disposition of	676,155

Item 5 Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7 Identification and Classification of the Subsidiary which acquired the Security being Reported on by the Parent Holding Company.

Fifth Third Bancorp, as parent holding company of the banking subsidiaries listed below, has filed this schedule. None of its subsidiaries hold more than 5% of the outstanding stock of the Issuer, as shown below.

List of Banking Subsidiaries -----	Federal Tax ID Number -----	Item 3 Classification -----
Fifth Third Bank	31-0854433	BK
Fifth Third Bank of Columbus	31-1137357	BK
Fifth Third Bank of Northwestern Ohio	34-4208980	BK
Fifth Third Trust Co. & Savings Bank, FSB	59-3085783	BK
Fifth Third Bank of Northern Kentucky	61-0335110	BK

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Fifth Third Bank of Central Indiana	35-0545660	BK
Fifth Third Bank of Western Ohio	31-0676865	BK
Fifth Third Bank of Kentucky, Inc.	61-0290030	BK
Fifth Third Bank of Northeastern Ohio	34-1796329	BK

Items 8-9            Not Applicable

Item 10            Certification

By signing below the undersigned certifies that, to the best of his knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FEBRUARY 10, 1999  
- -----  
Date

THE FIFTH THIRD BANCORP

By:        MICHAEL K. KEATING  
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Name: Michael K. Keating  
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Title: Secretary