SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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Estimated average burden	
hours per response:	0.5

1. Name and Addres Hollenbeck N	ss of Reporting Person <mark>(Iartin F</mark>	n*	2. Issuer Name and Ticker or Trading Symbol <u>CINCINNATI FINANCIAL CORP</u> [CINF]		tionship of Reporting Perso all applicable) Director Officer (cive title	10% Owner
L (Last) (Eirst) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/23/2018	Х	Officer (give title below) Sr.VP,Chief Investme	Other (specify below) nent Officer
(Street) FAIRFIELD	ОН	45014-5141	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than (ting Person
(City)	(State)	(Zip)			Person	. 3

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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/23/2018		М		7,731	A	\$35.63	58,980	D	
Common Stock	05/23/2018		F		5,532	D	\$70.97	53,448	D	
Common Stock								1,532 ⁽¹⁾	Ι	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. Transa Code (8)		of		6. Date Exerci Expiration Dat (Month/Day/Ye	e	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				
Employee Stock Option (Right to Buy)	\$35.63	05/23/2018		М			7,731	02/17/2013 ⁽²⁾	02/17/2022	Common Stock	7,731	\$0	0	D	
Phantom Stock	\$0							(3)	(3)	Common Stock	4,917		4,917	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 option vests in three equal annual installments beginning on the first anniversary of the date of grant.

3. 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.

> /s/ Martin F Hollenbeck 05/25/2018 ** Signature of Reporting Person

Date

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

 \ast 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.