SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' CINCINNATI FINANCIAL CORP [CINF] (Check all applicable) Cracas Teresa C Director 10% Owner Officer (give title Other (specify X 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 02/09/2018 Sr VP, Chief Risk Off. - Sub 6200 SOUTH GILMORE RD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person 45014 FAIRFIELD OH Х Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Ownership 2. Transaction 2A. Deemed 5. Amount of 7. Nature of 1. Title of Security (Instr. 3) Transaction Execution Date, Date Securities Beneficially Form: Direct Indirect (Month/Day/Year) Beneficial if any Code (Instr. (D) or Indirect (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Reported (A) or (D) Transaction(s) Code v Price Amount (Instr. 3 and 4) Common Stock 18,964,203 D By Common Stock 2.165.988 T Spouse Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Derivative Security Conversion or Exercise Execution Date Transaction Code (Instr. Expiration Date (Month/Day/Year) of Securities Underlying derivative Securities of Indirect Beneficial Derivative Ownership Form: Dat (Month/Day/Year) Derivative Security (Instr. 3) Price of (Month/Dav/Year) 8) Securities Derivative Security (Instr. 5) Beneficially Direct (D) Ownership Derivative Security Acquired (Instr. 3 and 4) Owned or Indirect (I) (Instr. 4) (Instr. 4) (A) or Disposed of (D) (Instr Following Reported Transaction(s) 3, 4 and 5) (Instr. 4) Amount Number Date Exercisable Expiration Date of Shares v (A) (D) Title Code Employee Stock Commor 18,542 \$71.19 02/09/2018 18,542 02/09/2019(1 02/09/2028(1) \$71.19 18,542 D Option Α Stock (Right to Buy) Restricted Commor (2) (2) 5,222 \$<mark>0</mark> 02/09/2018 Α 5.222 \$<mark>0</mark> 5.222 D Stock Units Stock Restricted 02/09/2018 1,741 (3) (3) 1.741 1.741 D \$<mark>0</mark> \$<mark>0</mark> Stock A Stock Units Employee Stock Common \$71.19 02/09/2018 02/09/2019⁽¹⁾ 02/09/2028⁽¹⁾ 47 \$71.19 47 Option A 47 I By Spouse Stock (Right to Buy) Restricted Commor Stock Units (4) (4) 42 \$0 02/09/2018 A 42 \$<u>0</u> 42 By Spouse Т Stock

Explanation of Responses:

1. The option vests in three annual installments beginning on the first anniversary of the date of grant.

2. The restricted stock units vest March 1, 2021, as set forth in the grant agreement, if performance goals are met. The number of restricted stock units shown is the maximum number of such units that may vest.

3. The restricted stock units vest in three annual installments on March 1, as set forth in the grant agreement, if service requirements are met.

4. The restricted stock units vest Feb 16, 2021, as set forth in the grant agreement, if service requirements are met.

<u>/s/ Teresa C Cracas</u> ** Signature of Reporting Person

<u>02/13/2018</u> 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.