SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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[*]
 MILLER KENNETH S
 	
 (Last) (First) (Middle)
 6200 SOUTH GILMORE RD
 	
 (Street)
 FAIRFIELD OH 45014-5141
 (City) (State) (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	 CINCINNATI FINANCIAL CORP [**CINF**]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 12/17/2004
	
	 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)
		 VICE PRESIDENT
		
		 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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	12/17/2004	12/17/2004	M		3,000	A	$28.3	72,940[1]	D	
Common Stock								21,000[1]	I	SPOUSE
Common Stock								598[1]	I	CHILDREN

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Stock Option	$28.3	12/17/2004	12/17/2004	M			3,000	01/25/2001	01/25/2010	Common Stock	3,000	$28.3	12,750[1]	D	
Stock Option	$32.14							01/27/2000	01/27/2009	Common Stock	4,200		4,200	D	
Stock Option	$32.26							08/24/1999	08/24/2008	Common Stock	3,150		3,150	D	
Stock Option	$34.08							02/01/2004	02/01/2013	Common Stock	15,750		15,750	D	
Stock Option	$34.46							01/31/2002	01/31/2011	Common Stock	5,250		5,250	D	
Stock Option	$36.71							01/28/2003	01/28/2012	Common Stock	5,250		5,250	D	
Stock Option	$40.82							02/07/1999	02/07/2008	Common Stock	3,150		3,150	D	
Employee Stock Option (right to buy)	$40.75							01/19/2005	01/19/2014	Common Stock	15,750		15,750	D	

Explanation of Responses:

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

KENNETH S MILLER   12/20/2004

** Signature of Reporting Person   Date