UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

X Quarterly Report Under Section 13 or 15 (d) of the Securities ----- Exchange Act of 1934

For the Quarterly Period Ended June 30, 1997

Transition Report Pursuant to Section 13 or 15 (d) of the ----- Securities Exchange Act of 1934

Commission File Number 0-4604

CINCINNATI FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

An Ohio Corporation (State or other jurisdiction of incorporation or organization) 31-0746871 (I.R.S. Employer Identification No.)

6200 South Gilmore Road Fairfield, Ohio 45014-5141

(Address of principal executive offices)

Registrant's telephone number, including area code: 513/870-2000

*Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

YES X . NO .

Securities registered pursuant to Section 12(g) of the Act:

\$2.00 Par Common--55,098,564 shares outstanding at June 30, 1997

\$79,127,000 of 5-1/2% Convertible Senior Debentures Due 2002

PART I

ITEM 1. FINANCIAL STATEMENTS

CINCINNATI FINANCIAL CORPORATION AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

	(Unaudited) June 30, 1997	December 31, 1996
ASSETS		
Cash	\$ 63,437,276	\$ 59,933,485
1996\$2,431,785,016) Equity Securities (Cost: 1997\$1,605,140,137;	2,667,269,970	2,561,805,150
1996 \$1,537,188,704)	4,588,151,178	3,740,180,384
Other Invested Assets	54,076,159	53,003,602
Premiums Receivable	30,444,128 163,372,727	26,864,459 162,045,482
Reinsurance Receivable	98,873,500	115,906,385
Prepaid Reinsurance Premiums	23, 226, 653	22,924,443
Investment Income Receivable	73,758,829	70,446,495
Less Accumulated Depreciation)	40,792,631	39,486,095
Premiums and to Life Policies in Force	130,001,215	127,587,814
Other Assets	45,590,425	65,330,026
Total Assets	\$7,978,994,691 =======	\$7,045,513,820 =======
LIABILITIES		
Insurance Reserves:		
Life Policy Reserves	\$ 461,728,060	\$ 440,280,714
Losses and Loss Expenses	1,904,749,309	1,881,167,249
Unearned Premiums	428,771,039	425,750,431
Notes Payable	274,490,793	262,097,826
5-1/2% Convertible Senior Debentures Due 2002 Federal Income Taxes	79,127,000	79,847,000
Current Deferred	25,882,313	13,408,903
Other Liabilities	949,732,168 113,145,431	676,892,687 103,180,572
Other Liabilities		
Total Liabilities	4,237,626,113 =======	3,882,625,382 ========
SHAREHOLDERS' EQUITY		
Common Stock, \$2 per Share; Authorized 80,000,000 Shares; Issued 199755,897,974; 199655,828,615 Shares; Outstanding 199755,098,564; 199655,636,476		
Shares	111,795,948	111,657,230
Paid-In Capital	404,599,557	401,861,619
Retained Earnings	1,237,459,949	1,132,879,714
Unrealized Gain on Investments, Less Taxes	2,042,245,040	1,527,707,080
Less Treasury Shares at Cost (1997799,410 Shares;	3,796,100,494	3,174,105,643
1996192,139 Shares)	(54,731,916)	(11,217,205)
Total Shareholders' Equity	3,741,368,578	3,162,888,438
Total Liabilities and Shareholders' Equity	\$7,978,994,691 =======	\$7,045,513,820 =======

Accompanying notes are an integral part of these financial statements.

CINCINNATI FINANCIAL CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	Six Months Ended June 30,		Three Months Ended June 30,		
Revenues:	1997	1996	1997	1996	
Premiums Earned:					
Property and Casualty	\$716,984,243	\$670,843,484	\$359,483,990	\$337,471,448	
Life	27, 437, 454	25,043,469	13,904,609	13,090,538	
Accident and Health	3,953,706	3,757,828	2,003,726	1,862,445	
Net Premiums Earned	748,375,403	699,644,781	375,392,325	352,424,431	
Investment Income, Less Expenses	170,920,990	162,522,515	86,689,780	80,050,820	
Realized Gain on Investments	44,290,988	25,889,445	19,987,851	6,612,297	
Other Income	4,352,134	5,783,402	2,132,682	2,954,147	
Total Revenues	967,939,515	893,840,143	484,202,638	442,041,695	
Benefits & Expenses:					
Ins. Losses and Policyholder Ben	525,690,079	539,929,072	259,191,907	267,174,308	
Commissions	140,878,672	124,210,052	73,436,248	63, 132, 385	
Other Operating Expenses	67,164,834	54,983,897	34,029,757	28, 454, 992	
Taxes, Licenses & Fees Increase in Deferred Acquisition	24,954,367	21,706,451	12,972,546	11,802,041	
Costs Pertaining to Unearned					
Premiums and to Life Policies	(0.440.404)	(0.000.401)	(0.000.770)	(0.005.040)	
in Force	(2,413,401) 9,778,511	(2,669,401) 9,121,546	(2,239,770) 4,741,961	(2,325,243) 4,563,395	
Other Expenses	3,266,907	3,087,578	1,728,721	2,217,465	
Tabal European	700 010 000	750 000 405		075 040 040	
Total Expenses	769,319,969	750,369,195	383,861,370	375,019,343	
Income Before Income Taxes	198,619,546	143,470,948	100,341,268	67,022,352	
Provision (Ben.) for Inc. Taxes:					
Current	45,946,306	34,032,377	25,710,264	14,111,044	
Deferred	2,795,953	(4,405,872)	(1,199,282)	(1,484,753)	
Total	48,742,259	29,626,505	24,510,982	12,626,291	
Net Income	\$149,877,287	\$113,844,443	\$ 75,830,286	\$ 54,396,061	
Net income in	=========	========	========	========	
Mainhead Avenue Oberne					
Weighted Average Shares Outstanding including Common					
Stock Equivalents	57,519,422	57,819,408	57,455,348	57,828,063	
	==========	========	==========	=======================================	
Per Common Share:	\$ 2.63	\$ 1.99	\$ 1.33	ф OF	
Total Net Income	\$ 2.63 =======	\$ 1.99 =======	\$ 1.33 =======	\$.95 ======	
Cash Dividends Declared	\$.82	\$.72	\$.41	\$.37	
Jac. Siviacina Scotarca IIIIIIII	==========	=======================================	=======================================	=========	

Accompanying notes are an integral part of these financial statements.

CINCINNATI FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)

SIX MONTHS ENDED JUNE 30, 1996 AND 1997

	Commo Shares	on Stock Amount	Treasury Stock	Paid-In Capital	Earnings C	Unrealized Capital Gains
Bal. Dec. 31, 1995	53,084,081	\$ 106,168,162	\$ (1,383,492)	\$ 237,171,509	\$1,156,626,751 \$	\$1,159,388,263
Net Income					113,844,443	
Change in Unreal Gains Net of Inc. Taxes of \$38,387,240						71,290,589
Div. Declared					(40,279,110)	
5% Stock Div at Market	2,652,110	5,304,220		160,452,655	(166,008,726)*	
Issuance of Treasury Shares			324,115	515,287		
Stock Options Exercised	51,811	103,622		1,869,242		
Bal. June 30, 1996	55,788,002 =======	\$ 111,576,004 =======	\$ (1,059,377) ========	\$ 400,008,693 =======		\$1,230,678,852
Bal. Dec. 31, 1996	55,828,615	\$ 111,657,230	\$ (11,217,205)	\$ 401,861,619	\$1,132,879,714 \$	\$1,527,707,080
Net Income					149,877,287	
Change in Unreal Gains Net of Inc. Taxes of \$277,058,902						514,537,960
Div. Declared					(45,296,750)	
Purchase/Issuance of Treasury Shares			(43,514,711)	19,656		
Stock Options Exercised	53,229	106,458		2,030,542		
Conversion of Debentures	16,130	32,260		687,740	(302)	
Bal. June 30, 1997	55,897,974 ======	\$ 111,795,948 =======	\$ (54,731,916) ======	\$ 404,599,557		\$2,042,245,040 =======

Accompanying notes are an integral part of these financial statements.

^{*}Includes \$251,851 for fractional shares on March 15, 1996.

CINCINNATI FINANCIAL CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Six Months Ended June 30,		
	1997	1996	
	1997	1990	
Oach flow form annuation activities			
Cash flows from operating activities: Net income	\$149,877,287	\$ 113,844,443	
Adjustments to reconcile operating income to net cash provided by operating activities:	Ψ149,077,207	Ψ 113, 044, 443	
Depreciation and amortization	4,847,883	1,318,060	
Increase in net unearned premiums	2,718,398	3,354,827	
Increase in net life policy reserves	21,447,346	18,662,373	
Increase in net loss and loss expense reserves	40,614,945	61,103,459	
Increase in net premiums receivable	(1,327,245)	(12,736,911)	
Increase in deferred acquisition costs	(2,413,401)	(2,669,401)	
Increase (Decrease) in other liabilities	7,940,737	(7,979,882)	
Increase in investment income receivable	(3,312,334)	(3,457,298)	
Decrease (Increase) in accounts receivable	536,599	(3,183,866)	
Decrease in other assets	19,203,002	557,489	
Decrease in deferred income taxes	(4,219,421)	(4,405,872)	
Increase (Decrease) in current income taxes	12,473,410	(4,967,620)	
Realized gain on investments	(44,290,988)	(25, 889, 445)	
Other	341,571	(4,497,775)	
Net cash provided by operating activities	204,437,789	129,052,581	
Cash flows from investing activities:			
Sale of fixed maturities investments	70,668,581	78,743,812	
Maturity of fixed maturities investments	194,743,490	133,911,701	
Sale of equity securities investments	160,386,632	100,078,311	
Collection of finance receivables	5,648,059	4,852,197	
Purchase of fixed maturities investments	(352,119,646)	(279,769,482)	
Purchase of equity securities investments	(189,994,998)	(160,832,659)	
Investment in land, buildings and equipment	(7,279,695)	(7,132,306)	
Investment in finance receivables	(9,227,728)	(7,597,431)	
Investment in other invested assets	(1,520,676)	1,958,424	
Net cash used in investing activities	(128,695,981)	(135, 787, 433)	
,			
Cash flows from financing activities:			
Cash flows from financing activities: Proceeds from stock options exercised	2,137,000	1,972,865	
Purchase/Issuance of treasury shares	(43, 495, 055)	839,403	
Increase in notes payable	12,392,967	31,704,062	
Payment of cash dividends to shareholders	(43, 272, 929)	(37,683,591)	
Net cash used in financing activities	(72,238,017)	(3,167,261)	
Not Ingress (Degress) in sech	2 502 704	(0.000.440)	
Net Increase (Decrease) in cash	3,503,791	(9,902,113)	
Cash at beginning of period	59,933,485	20,019,459	
Cash at end of period	\$ 63,437,276 =======	\$ 10,117,346 =======	
Supplemental disclosures of cash flow information			
Interest paid	\$ 10,474,156	\$ 10,117,173	
incoresc paramining	=========	\$ 10,117,173 =======	
Income taxes paid	\$ 40,488,270	\$ 39,000,000	
	=========	=========	

Accompanying notes are an integral part of these financial statements.

CINCINNATI FINANCIAL CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE I - ACCOUNTING POLICIES

The consolidated financial statements include the accounts of the Company and all of its subsidiaries, each of which is wholly owned, and are presented in conformity with generally accepted accounting principles. All significant inter-company investments and transactions have been eliminated in consolidation. The December 31, 1996 consolidated balance sheet amounts are derived from the audited financial statements but do not include all disclosures required by generally accepted accounting principles.

INVESTMENTS--Fixed maturities and equity securities have been classified as available for sale and are carried at fair values at June 30, 1997 and December 31, 1996.

UNREALIZED GAINS AND LOSSES--The increases (decreases) in unrealized gains for fixed maturities and equity securities (net of income tax effect) for the six-month and three-month periods ended June 30 are as follows:

	Fixed Maturities	Equity Securities	Total
Six-Month Periods Ended			
SIX-HOHEH FELLOUS Elided			
June 30, 1997	\$ 7,525,373	\$ 507,012,587	\$ 514,537,960
June 30, 1996	\$ (47,773,533)	\$ 119,064,122	\$ 71,290,589
Three-Month Periods Ended			
June 30, 1997	\$ 24,408,787	\$ 248,758,375	\$ 273,167,162
June 30, 1996	\$ (26,245,457)	\$ (38,520,345)	\$ (64,765,802)

Such amounts are included as additions to and deductions from shareholders' equity.

REINSURANCE--Premiums earned are net of premiums on ceded business, and insurance losses and policyholder benefits are net of reinsurance recoveries in the accompanying statements of income for the six-month and three-month periods ended June 30 as follows:

	Ceded Premiums	Reinsurance Recoveries
Six-Month-Periods Ended		
June 30, 1997 June 30, 1996	\$48,593,130 \$45,496,606	\$13,314,313 \$18,776,455
Three-Month Periods Ended June 30, 1997 June 30, 1996	\$24,388,011 \$22,567,656	\$ 303,877 \$ 8,846,722

NOTE II - STOCK OPTIONS

The Company has primarily qualified stock option plans under which options are granted to employees of the Company at prices which are not less than market price at the date of grant and which are exercisable over ten-year periods.

On June 30, 1997, outstanding options were as follows:

Stock Option Plan	Range of Exercise Prices	Number of Shares
III	\$11.87 to \$22.03	92,378
IV	\$22.38 to \$79.25	990,613
V	\$61.43 to \$79.25	298,175

NOTE III RECENTLY ISSUED ACCOUNTING STANDARDS

The Financial Accounting Standards Board recently issued Statement of Financial Accounting Standards No. 128 "Earnings Per Share," which is effective for financial statements for both interim and annual periods ending after December 15, 1997. Early adoption of the statement is not permitted. The Company has applied this statement to the 1997 and 1996 second quarter and first six-month results and determined that the restated amounts are as follows:

	Second Quarter		Six-Month	
	1997 	1996	1997	1996
Net Income per Common Share	\$ 1.37	\$.98	\$ 2.71	\$ 2.04
	=====	=====	=====	=====
Net Income per Common Share	\$ 1.33	\$.95	\$ 2.63	\$ 1.99
Assuming Dilution	======	=====	=====	=====

The Financial Accounting Standards Board has issued Statements of Financial Accounting Standards No. 130--Reporting Comprehensive Income ("FAS 130") and No. 131--Disclosures about Segments of an Enterprise and Related Information ("FAS 131"). FAS 130 and FAS 131, which must be adopted in 1998, will have no effect on the Company's financial position but may require additional disclosure.

NOTE IV INTERIM ADJUSTMENTS

The preceding summary of financial information for Cincinnati Financial Corporation and consolidated subsidiaries is unaudited, but the Company believes that all adjustments (consisting only of normal recurring accruals) necessary for fair presentation have been made. The results of operations for this interim period is not necessarily an indication of results to be expected for the remaining six months of the year.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Premiums earned for the six months ended June 30, 1997 have increased \$48,730,622 (7%) over the six months ended June 30, 1996. Also, premiums earned have increased \$22,967,894 (7%) for the three months ended June 30, 1997 over the three months ended June 30, 1996. For the six-month and three-month periods ended June 30, 1997, the growth rate of our property and casualty subsidiaries is less than last year on both a gross written and earned premium basis. These growth rates were less than last year because the increases in new business and some rate increases on personal lines business were offset by the continued softness of the commercial lines market and by lower premiums on workers compensation coverages. The premium growth of our life and health subsidiary has increased 9% for the six months ended June 30, 1997 and 6% for the three months ended June 30, 1997 compared to the comparable periods of 1996. The premium growth in our life subsidiary is mainly attributable to increased sales of both traditional and interest-sensitive products. For the six-month and three-month periods ended June 30, 1997, investment income, net of expenses, has increased \$8,398,475 (5%) and \$6,638,960 (8%) when compared with the first six months and second three months of 1996, respectively. This increase is the result of the growth of the investment portfolio because of investing cash flows from operations and dividend increases from equity securities. The growth rate of our investment earnings for the first six months is less than usual because of the one-time adjustment of \$2.7 million related to accrual of discount that was included in income for the first six months of 1996.

Realized gains on investments for the six months ended June 30, 1997 amounted to \$44,290,988 compared to \$25,889,445 for the six-month period ended June 30, 1996, and \$19,987,851 for the three-month period ended June 30, 1997 compared to \$6,612,297 for the three-month period ended June 30, 1996. The realized gains are predominantly the result of the sale of equity securities and management's decision to realize the gains and reinvest the proceeds at higher yields.

Insurance losses and policyholder benefits (net of reinsurance recoveries) decreased \$14,238,993 (3%) for the first six months of 1997 over the same period in 1996 and decreased \$7,982,401 (3%) for the second quarter when compared to the second quarter of 1996. The losses and benefits of the property and casualty companies have decreased \$16,269,486 for the six-month period and decreased \$10,501,055 for the second quarter of 1997 compared to the comparable periods for 1996. The property and casualty losses for the first six months and for the second quarter of 1997 have decreased because the decrease in catastrophe losses exceeded the increase in losses due to the growth of our business. Catastrophe losses were \$14.5 million and \$37.2 million, respectively, for the first six months of 1997 and 1996 and were \$8.7 million and \$24.8 million, respectively, for the second quarter of 1997 and 1996. These losses were substantially lower for the first six months and the second guarter of 1997 compared to the comparable periods of 1996 because of a lower incidence and severity of these weather related claims. Policyholder benefits of the life insurance subsidiary increased \$2,030,493 for the first six months of 1997 over the same period of 1996 and increased \$2,518,654 for the second quarter when compared to the second quarter of 1996. The majority of the six-month and second quarter increase is the result of a higher incidence of death claims and life related costs.

Commission expenses increased \$16,668,620 for the six-month period ended June 30, 1997 compared to the same period of 1996 and increased \$10,303,863 for the second quarter of 1997 compared to the same period in 1996. The increase is attributable to the increases in new business and higher contingency commissions. Other operating expenses increased \$12,180,937 for the six-month period ended June 30, 1997 compared to the same period for 1996 and increased \$5,574,765 for the second quarter of 1997 compared to the same period in 1996. The increase is attributable to increases in staff and costs associated to our investment in infrastructure to support future growth.

Provision for income taxes, current and deferred, have increased by \$19,115,754 for the first six months of 1997 compared to the first six months of 1996 and have increased \$11,884,691 for the second quarter of 1997 compared to the second quarter of 1996. The increase in federal taxes is primarily attributable to an increase in the effective tax rate to 24.5% from 20.6% at June 30, 1997 and 1996, respectively, and an increase in the effective tax rate to 24.4% from 20.8% for the second quarter of 1997 and 1996, respectively.

Unrealized appreciation will fluctuate with changes in the overall fixed maturities and equity securities markets. Changes in unrealized appreciation are discussed in Note 1. The Company's equity investment portfolio continues to be primarily investments in common stocks of public utility companies and financial institutions.

On November 22, 1996, the Board authorized repurchase of up to three million of the Company's outstanding shares as management deems appropriate, over an unspecified period of time. As of June 30, 1997, the Company has repurchased 707.098 shares.

PART II OTHER INFORMATION

ITEM 1. Legal Proceedings

The Company is involved in no material litigation other than routine litigation incident to the nature of the insurance industry.

ITEM 2. Changes in Securities

There have been no material changes in securities during the second quarter.

ITEM 3. Defaults Upon Senior Securities

The Company has not defaulted on any interest or principal payment, and no arrearage in the payment of dividends has occurred.

ITEM 4. Submission of Matters to a Vote of Security Holders

On April 5, 1997, the registrant held its Annual Meeting of Stockholders for which the Board of Directors solicited proxies; and all nominees named in the Registrant's Proxy Statement were elected.

The four directors were:

	Shar	es
	For	Against/Abstain
William F. Bahl	45,885,764	196,653
Kenneth C. Lichtendahl	45,879,543	202,874
Jackson H. Randolph	45,881,394	201,023
John J. Schiff, Jr.	45,886,056	196,361

- ITEM 5. Other Information No matters to report.
- ITEM 6. Exhibits and Reports on Form 8-K
 - (a) Exhibits included:

Exhibit 11--Statement re Computation of Per Share Earnings. Exhibit 27--Financial Data Schedule

(b) The Company was not required to file any reports on Form 8-K during the quarter ended June 30, 1997.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CINCINNATI FINANCIAL CORPORATION
----(Registrant)

Date August 8, 1997

By /s/ T.F. Elchynski T.F. Elchynski Senior Vice President and Chief Financial Officer (Principal Financial Officer)

CINCINNATI FINANCIAL CORPORATION STATEMENT RE COMPUTATION OF PER SHARE EARNINGS (in thousands except for per share amounts)

	Six Months Ended June 30,		Three Months Ended June 30,	
	1997	1996	1997	1996
Weighted average shares outstanding	55,360	55,745	55,243	55,760
Equivalent shares assumed to be outstanding for:	200	202	420	076
Stock options Convertible debentures	386 1,773	1,792	439 1,773	276 1,792
Weighted average shares outstanding including common stock equivalents		57,819		
Other dilutive equivalent shares stock options	105	-0-	105	-0-
Number of shares assuming full dilution	57,624	57,819 =====	57,560	57,828
Net income	\$ 149,877	\$ 113,844	\$ 75,830	\$ 54,396
Interest on convertible debenturesnet of tax	1,421	1,430	708	
Net income for per share computation		\$ 115,274 ======	\$ 76,538	\$ 55,111
Earnings per share: Total Primary		\$ 1.99		\$.95
Fully Diluted		\$ 1.99 =======	\$ 1.33	\$.95

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF INCOME AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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6-M0S
             DEC-31-1997
                JAN-01-1997
                  JUN-30-1997
        2,667,269,970
                     0
                  4,588,151,178
                      9,030,800
                  15,927,353
              7,309,497,307
                         63,437,276
              2,138,512
        130,001,215
              7,978,994,691
             2,320,678,439
           428,771,039
                 42,592,040
          12,401,809
               353,617,793
                      111,795,948
                             0
                  3,629,572,630
7,978,994,691
                    748, 375, 403
           170,920,990
             44,290,988
                  4,352,134
                    525,690,079
   155,311,466
           88,318,424
               198,619,546
                   48,742,259
           149,877,287
                          0
                         0
                  149,877,287
                        2.63
                        2.63
              1,702,415,290
                     0
                       0
                      0
                        0
             1,751,116,588
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Equals the sum of Fixed Maturities, Equity Maturities and Other Invested Assets Equals the sum of Life Policy Reserves and Losses and Loss Expenses less the Life Company liability for Supplementary Contracts without Life Contingencies of \$3,206,890 which is classified as Other Policyholder Funds Equals the sums of Notes Payable and the 5-1/2% Convertible Senior Debenture Equals the Total Shareholders Equity Equals the Sum of Commissions, Other Operating Expenses, Taxes licenses and Fees, Increase in deferred acquisition costs, Interest expense and Other expenses

 $\dot{\text{Equals}}$ the net reserve for unpaid claims for the property casualty subsidiaries less loss checks payable as of December 31, 1996. Equals the net reserve for unpaid claims for the property casualty subsidiaries

less loss checks payable as of June 30, 1997