

Cracas Teresa C
 Form 4
 September 25, 2012

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cracas Teresa C

2. Issuer Name and Ticker or Trading Symbol
 CINCINNATI FINANCIAL CORP
 [CINF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6200 SOUTH GILMORE RD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/14/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP & Chief Risk Off. - Sub

FAIRFIELD, OH 45014

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock ⁽¹⁾ | 11/14/2011 | | M | | 65 A \$ 0 | 158 | I By Spouse |
| Common Stock | 11/14/2011 | | F | | 23 D \$ 29.04 | 135 | I By Spouse |
| Common Stock ⁽²⁾ | 11/23/2011 | | A | | 10 A \$ 0 | 145 | I By Spouse |
| Common Stock | 09/21/2012 | | M | | 331 A \$ 32.45 | 476 | I By Spouse |
| Common Stock | | | | | | 6,466 | D |

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

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(9-02)

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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Restricted Stock Units | \$ 0 | 11/14/2011 | | M | 65 | (3) (3) | Common Stock | 65 |
| Employee Stock Option (Right to Buy) (4) | \$ 35.63 | 02/17/2012 | | A | 75 | 02/17/2013(5) 02/17/2022(5) | Common Stock | 75 |
| Restricted Stock Units (6) | \$ 0 | 02/17/2012 | | A | 85 | (7) (7) | Common Stock | 85 |
| Employee Stock Option (Right to Buy) | \$ 32.45 | 09/21/2012 | | M | 331 | 02/01/2004(5) 02/01/2013(5) | Common Stock | 331 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cracas Teresa C 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014 | | | Sr VP & Chief Risk Off. - Sub | |

Signatures

Teresa C Cracas

09/25/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The RSU is being reported for the reporting person's spouse, attributable to the reporting person under Rule 16a-1, that was inadvertently omitted.
 - (2) The stock bonus shares are being reported for the reporting person's spouse, attributable to the reporting person under Rule 16a-1, that was inadvertently omitted.
 - (3) The restricted stock units vest November 14, 2011 as set forth in the grant agreement, if service requirements are met.
 - (4) The stock option grant is being reported for the reporting person's spouse, attributable to the reporting person under Rule 16a-1, that was inadvertently omitted.
 - (5) The option vests in three annual installments beginning on the first anniversary of the date of grant.
 - (6) The RSU grant is being reported for the reporting person's spouse, attributable to the reporting person under Rule 16a-1, that was inadvertently omitted.
 - (7) The restricted stock units vest February 17, 2015 as set forth in the grant agreement, if service requirements are met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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