

CINCINNATI FINANCIAL CORP
Form 8-K
March 07, 2012

**UNITED
STATES**

**SECURITIES
AND
EXCHANGE
COMMISSION**

**Washington, D.C.
20549**

FORM 8-K

CURRENT
REPORT

Pursuant to Section
13 OR 15(d) of the
Securities
Exchange Act of
1934

Date of Report:
March 2, 2012

(Date of earliest
event reported)

CINCINNATI
FINANCIAL
CORPORATION
(Exact name of
registrant as
specified in its
charter)

Ohio 0-4604 31-0746871
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

6205014-5141
S.
Gilmore
Road,

Fairfield,
Ohio
(Address
of
principal
executive
offices)

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

N/A

(Former name
or former
address, if
changed since
last report.)

Check the
appropriate box
below if the
Form 8-K filing
is intended to
simultaneously
satisfy the
filing
obligation of
the registrant
under any of
the following
provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

Item 5.02(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 2, 2012, the board of directors of Cincinnati Financial Corporation amended the Cincinnati Financial Corporation Annual Incentive Compensation Plan of 2009 to increase the maximum amount of awards available under the plan to \$2 million from \$1 million. The amendment applies to awards granted after March 2, 2012, and does not affect any outstanding award. The plan, as amended, is attached hereto as Exhibit 10.1.

In accordance with general instruction B.2 of Form 8-K, the information furnished in this report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 10.1 – Amended Cincinnati Financial Corporation Annual Incentive Compensation Plan of 2009

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 hereunto duly authorized.

CINCINNATI FINANCIAL CORPORATION

Date: March 7, 2012 /S/ Michael J. Sewell
Michael J. Sewell, CPA

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Chief Financial Officer, Senior Vice President and Treasurer