

CINCINNATI FINANCIAL CORP  
 Form 4/A  
 January 29, 2007

**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 \*  
**BENOSKI JAMES E**

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)  
**11/22/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VICE CHAIRMAN & CIO**

**FAIRFIELD, OH 45014-5141**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
**01/05/2007**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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)	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	11/22/2006		A		10	A	\$ 0
Common Stock					109,652	D	
					35,372	I	Spouse

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

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SEC 1474 (9-02)

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**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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.95					01/25/2001 01/25/2010	Common Stock	48,460
Employee Stock Option (right to buy)	\$ 30.6					<u>(1)</u> 01/27/2009	Common Stock	1,575
Employee Stock Option (right to buy)	\$ 32.45					02/01/2004 02/01/2013	Common Stock	55,125
Employee Stock Option (right to buy)	\$ 32.81					01/31/2002 01/31/2011	Common Stock	55,125
Employee Stock Option (right to buy)	\$ 34.96					01/28/2003 01/28/2012	Common Stock	55,125
Employee Stock Option (right to buy)	\$ 38.8					01/19/2005 01/19/2014	Common Stock	55,125
Employee Stock	\$ 38.87					<u>(1)</u> 02/07/2008	Common Stock	4,199

Option  
(right to  
buy)

Employee  
Stock

Option	\$ 41.62	(1)	01/25/2015	Common Stock	63,000
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Employee  
Stock

Option	\$ 45.26	(1)	02/02/2016	Common Stock	50,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENOSKI JAMES E 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141	X		VICE CHAIRMAN & CIO	

## Signatures

JAMES E BENOSKI	01/29/2007
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    Signature of                      Date  
Reporting Person

## 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 option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.