SCHIFF JOHN J JR

Form 4

January 27, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

CINCINNATI FINANCIAL CORP

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

(Ch - -1- -11 - ---1: - -1-1-)

Issuer

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

Symbol

1(b).

(Print or Type Responses)

SCHIFF JOHN J JR

1. Name and Address of Reporting Person *

			[CINF	[]		J11 12	con	•	(Check all ap	oplicable)
(Last) (First) (Middle) 6200 SOUTH GILMORE RD			3. Date of Earliest Transaction (Month/Day/Year) 01/25/2005					_X_ Director 10% Owner Other (specify below) PRESIDENT & CEO		
FAIRFIEL	(Street) D, OH 45014-51	41	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivati	ve Sec	urities	Acquired, Dispo	osed of, or Be	eneficially Owned
Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or)	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								3,876,123	D	
Common Stock 401K								1,350	D	
Common Stock								3,540,242	I	CHARITABLE LEAD ANNUITY TRUST
Common Stock								102,082	I	CO. PENSION PLAN

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Common Stock	108,809	I	CORPORATION
Common Stock	47,203	I	SCHIFF TRUST
Common Stock	536,794	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)

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number iorDerivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	ve s l (A) sed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 40.75						01/19/2005	01/19/2014	Common Stock	52,500
Employee Stock Option (right to buy)	\$ 43.71	01/25/2005	01/25/2005	A	60,000		<u>(1)</u>	01/25/2015	Common Stock	60,000
Phantom Stock	\$ 0						08/08/1988	08/08/1988	Common Stock	9,120
Stock Option	\$ 28.3						01/25/2001	01/25/2010	Common Stock	52,500
Stock Option	\$ 32.14						01/27/2000	01/27/2009	Common Stock	110,25
Stock Option	\$ 32.26						08/24/1999	08/24/2008	Common Stock	10,500
Stock Option	\$ 34.08						02/01/2004	02/01/2013	Common Stock	52,500

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Stock Option	\$ 34.46	01/31/2002	01/31/2011	Common Stock	52,500
Stock Option	\$ 36.71	01/28/2003	01/28/2012	Common Stock	52,500
Stock Option	\$ 43.2	01/05/1999	01/05/2008	Common Stock	110,25

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of their runner, reduces	Director	10% Owner	Officer	Other			
SCHIFF JOHN J JR 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141	X		PRESIDENT & CEO				

Signatures

JOHN J
SCHIFF, JR.

**Signature of Reporting Person

O1/27/2005

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.

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