

BENOSKI JAMES E  
 Form 4  
 February 06, 2006

**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)  
 02/02/2006

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 103,726 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 35,372 <sup>(1)</sup>   | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title 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  |                                      |  |                                |   | 01/27/2000 01/27/2009                                    | Common Stock 3,675  |
| Employee Stock Option (right to buy)       | \$ 30.72   |                                      |  |                                |   | <u>(2)</u> 08/24/2008                                    | Common Stock 1,400  |
| 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   |

buy)

Employee  
StockOption \$ 38.87  
(right to  
buy)

02/07/1999 02/07/2008

Common  
Stock

6,615

Employee  
StockOption \$ 41.6285  
(right to  
buy)(2) 01/25/2015Common  
Stock

63,000

Employee  
StockOption \$ 45.26 02/02/2006 02/02/2006 A 50,000  
(right to  
buy)(2) 02/02/2016Common  
Stock

50,000

## Reporting Owners

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

## Signatures

JAMES E  
BENOSKI 02/06/2006\*\*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).
- (2) The option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (1) Share amounts have been adjusted for a 5% Stock Dividend, record date April 30, 2004, paid June 15, 2004.

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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