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CINCINNATI FINANCIAL CORP Form 4 February 18, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading POPPLEWELL DAVID H Issuer Symbol CINCINNATI FINANCIAL CORP (Check all applicable) [CINF] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 6200 SOUTH GILMORE RD 02/14/2014 President - Subsidiary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FAIRFIELD, OH 45014-5141 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 59,222 D Stock Common By 401(k) 8,765 (1) I Stock Plan

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

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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. Transactio Code (Instr. 8)	5. Number prof 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	Amoun or Numbe of Share
Employee Stock Option (Right to Buy)	\$ 46.81	02/14/2014		A	3,806	02/14/2015 <u>(2)</u>	02/14/2024	Common Stock	3,806
Restricted Stock Units	\$ 0	02/14/2014		А	7,612	(3)	(3)	Common Stock	7,612
Phantom Stock Shares	\$ 0					(4)	(4)	Common Stock	10,68

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Runter Huuress	Director	10% Owner	Officer	Other		
POPPLEWELL DAVID H 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141			President - Subsidiary			

Signatures

David H Popplewell 02/16/2014 **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). **
- The reported stock was acquired under the company's 401(k) plan. The reporting person may transfer the value of his shares into an (1) alternative investment selection within the plan.
- (2) The option vests in three annual installments beginning on the first anniversary of the date of grant.

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(3) The restricted stock units vest March 1, 2017, as set forth in the grant agreement, if performance goals are met. The number of restricted stock units shown is the maximum number of such units that may vest.

The reported phantom stock shares were acquired under the company's top hat savings plan, an "Excess Benefits Plan" within the (4) meaning of Rule 16b-3(b)(2), and are to be settled upon the reporting person's retirement or other termination of service. The reporting

person may transfer the value of his phantom stock shares into an alternative investment selection within the plan. 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.