

CINCINNATI FINANCIAL CORP
 Form 3
 May 10, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ^ Brown Roger A (Last) (First) (Middle) 6200 SOUTH GILMORE RD. (Street) FAIRFIELD, ^ OH ^ 45014 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/30/2016 | 3. Issuer Name and Ticker or Trading Symbol CINCINNATI FINANCIAL CORP [CINF] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. Vice President-Subsidiary | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 10,024 | D | ^ |
| Common Stock | 9,152,961 | I | By Children |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | 01/31/2008 ⁽¹⁾ | 01/31/2017 | Common Stock | 400 | \$ 44.79 | D | Â |
| Employee Stock Option (Right to Buy) | 01/30/2009 ⁽¹⁾ | 01/30/2018 | Common Stock | 500 | \$ 39.09 | D | Â |
| Employee Stock Option (Right to Buy) | 02/19/2011 ⁽¹⁾ | 02/19/2020 | Common Stock | 2,700 | \$ 26.58 | D | Â |
| Employee Stock Option (Right to Buy) | 02/18/2012 ⁽¹⁾ | 02/18/2021 | Common Stock | 2,700 | \$ 34.04 | D | Â |
| Employee Stock Option (Right to Buy) | 02/17/2013 ⁽¹⁾ | 02/17/2022 | Common Stock | 1,575 | \$ 35.63 | D | Â |
| Employee Stock Option (Right to Buy) | 02/15/2014 ⁽¹⁾ | 02/15/2023 | Common Stock | 1,092 | \$ 44.7 | D | Â |
| Employee Stock Option (Right to Buy) | 02/14/2015 ⁽¹⁾ | 02/14/2024 | Common Stock | 936 | \$ 46.81 | D | Â |
| Employee Stock Option (Right to Buy) | 02/13/2016 ⁽¹⁾ | 02/13/2025 | Common Stock | 846 | \$ 52.25 | D | Â |
| Employee Stock Option (Right to Buy) | 02/12/2017 ⁽¹⁾ | 02/12/2026 | Common Stock | 1,263 | \$ 61.47 | D | Â |
| Restricted Stock Units | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 756 | \$ 0 | D | Â |
| Restricted Stock Units | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 696 | \$ 0 | D | Â |
| Restricted Stock Units | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 1,015 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Roger A 6200 SOUTH GILMORE RD. FAIRFIELD, OH 45014 | Â | Â | Â Sr. Vice President-Subsidiary | Â |

Signatures

/s/ Roger A. Brown 05/10/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 vests in three annual installments beginning on the first anniversary of the date of grant.
- (2) The restricted stock units vest February 17, 2017, as set forth in the grant agreement, if service requirements are met.
- (3) The restricted stock units vest February 19, 2018, as set forth in the grant agreement, if service requirements are met.
- (4) The restricted stock units vest February 19, 2019, as set forth in the grant agreement, if service requirements are met.

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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