

POPPLEWELL DAVID H
Form 4
March 11, 2013

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 *
POPPLEWELL DAVID H

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)
03/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - Subsidiary

FAIRFIELD, OH 45014-5141

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2013		M		2,977	A	\$ 34.04
Common Stock	03/08/2013		M		1,614	A	\$ 35.63
Common Stock	03/08/2013		M		16,538	A	\$ 38.8
Common Stock	03/08/2013		M		15,750	A	\$ 41.62
Common Stock	03/08/2013		M		8,000	A	\$ 37.59
							56,797
							58,411
							74,949
							90,699
							98,699

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Common Stock	03/08/2013	M	1,906	A	\$ 26.58	100,605	D	
Common Stock	03/08/2013	F	41,393	D	\$ 46.36	59,212	D	
Common Stock						8,328 ⁽¹⁾	I	By 401(k) Plan

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)	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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 34.04	03/08/2013		M	2,977	02/18/2012 ⁽²⁾	02/18/2021	Common Stock	2,977
Employee Stock Option (Right to Buy)	\$ 35.63	03/08/2013		M	1,614	02/17/2013 ⁽²⁾	02/17/2022	Common Stock	1,614
Employee Stock Option (Right to Buy)	\$ 38.8	03/08/2013		M	16,538	01/19/2005 ⁽²⁾	01/19/2014	Common Stock	16,538
Employee Stock Option (Right to Buy)	\$ 41.62	03/08/2013		M	15,750	01/25/2006 ⁽²⁾	01/25/2015	Common Stock	15,750

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Employee

Stock

Option (Right to Buy)	\$ 37.59	03/08/2013	M	8,000	02/18/2009 ⁽²⁾	02/18/2018	Common Stock	8,000
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Employee

Stock

Option (Right to Buy)	\$ 26.58	03/08/2013	M	1,906	02/19/2011 ⁽²⁾	02/19/2020	Common Stock	1,906
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Phantom

Stock

Shares	\$ 0				<u>(3)</u>	<u>(3)</u>	Common Stock	9,360
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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POPPLEWELL DAVID H
6200 SOUTH GILMORE RD
FAIRFIELD, OH 45014-5141

President - Subsidiary

Signatures

David H
Popplewell

03/11/2013

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

The reported phantom stock shares were acquired under the company's top hat savings plan, an "Excess Benefits Plan" within the 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.