Edgar Filing: FORRESTER CRAIG W - Form 4

FORRESTE Form 4	R CRAIG W											
June 13, 201	2											
FORM	14	STATE:	SECUD	TTTT		ND EV(~TT A	NCEC	OMMISSION		PPROVAL	
	UNITED	SIAILS						NGE U	/UNINII5510IN	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c Form 5	ger STATE 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
obligatio may con <i>See</i> Instr 1(b).	ns Section 17	(a) of the	Public Ut	Number:January 31, 2005GES IN BENEFICIAL OWNERSHIP OF SECURITIESExpirate average burden hours per response5(a) of the Securities Exchange Act of 1934, tility Holding Company Act of 1935 or Section vestment Company Act of 1940Expires:January 31, 2005Name and Ticker or Trading5. Relationship of Reporting Person(s) to IssuerS. Relationship of Reporting Person(s) to IssuerNATI FINANCIAL CORP (Check all applicable)								
(Print or Type]	Responses)											
1. Name and A FORRESTI	2. Issuer Name and Ticker or Trading Symbol CINCINNATI FINANCIAL CORP						Issuer					
(Last)	(First)	[CINF] (First) (Middle) 3. Date of Earliest TransactionD						Director	10%	Owner		
(Mor				Month/Day/Year) 6/11/2012					below) below)			
					endment, Date Original onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
FAIRFIELI	D, OH 45014-514	41								ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - No	on-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)				n(A) or Di	spose 4 and (A)	d of (D)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
G				Code	V	Amount		*	(Instr. 3 and 4)			
Common Stock	06/11/2012			М		5,513	А		7,570	D		
Common Stock	06/11/2012			М		2,750	А	\$ 26.59	10,320	D		
Common Stock	06/11/2012			М		2,398	A	\$ 26.58	12,718	D		
Common Stock	06/11/2012			М		1,872	А	\$ 34.04	14,590	D		
Common Stock	06/11/2012			F		647	D	\$ 36.58	13,943	D		

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Common Stock	943 (1)	Ι	By 401(k) Plan				
Common Stock	6,921	Ι	By Spouse's Trust				
Common Stock	27,437	Ι	By Trust				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	ransaction of Derivative ode Securities		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 Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.45	06/11/2012		М		5,513	02/01/2004 <u>(2)</u>	02/01/2013	Common Stock	5,513
Employee Stock Option (Right to Buy)	\$ 26.59	06/11/2012		М		2,750	11/14/2009 <u>(2)</u>	11/14/2018	Common Stock	2,750
Employee Stock Option (Right to Buy)	\$ 26.58	06/11/2012		М		2,398	02/19/2011 ⁽²⁾	02/19/2020	Common Stock	2,398
Employee Stock Option	\$ 34.04	06/11/2012		М		1,872	02/18/2012 ⁽²⁾	02/18/2021	Common Stock	1,872

(Right to Buy)								
Phantom Stock	\$ 0				(3)	<u>(3)</u>	Common Stock	1,538
Reportin	g Owners	S						
Reporting Owner	ner Name / Address			Relationships				
1 0		Director	10% Owner	Officer	Other			
FORRESTER	· ·							
6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141				Sr.VP,Chief Tecl	hno Officer-Sub			
Signatur	es							

Craig W 06/12/2012 Forrester

<u>**</u>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

(3) Including of Rule 100-5(0)(2), and are to be setted upon the reporting person's retrement of other termination of service. The reporting person may transfer the value of his phantom stock shares into an alternative investment selection within the plan. The insider has also elected that future bi-weekly contributions in the Top Hat Savings Plan be invested in the Cincinnati Financial Stock 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.