

Sewell Michael J
Form 4
March 05, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sewell Michael J

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)

FAIRFIELD, OH 45014

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
CFO, Sr Vice Pres & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2019		M	V Amount (A) or (D) Price 962 A \$ 0	63,018	D	
Common Stock	03/01/2019		M	427 A \$ 0	63,445	D	
Common Stock	03/01/2019		M	1,004 A \$ 0	64,449	D	
Common Stock	03/01/2019		F	1,250 D \$ 87.1	63,199	D	
Common Stock	03/01/2019		M	1,875 A \$ 0	65,074	D	

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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 Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/01/2019		M	427	(1)	(1)	Common Stock	427
Restricted Stock Units	\$ 0	03/01/2019		M	962	(2)	(2)	Common Stock	962
Restricted Stock Units	\$ 0	03/01/2019		M	1,004	(3)	(3)	Common Stock	1,004
Restricted Stock Units	\$ 0	03/01/2019		M	1,875	(4)	(4)	Common Stock	1,875
Phantom Stock Shares	\$ 0					(5)	(5)	Common Stock	12,081

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sewell Michael J 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014	CFO, Sr Vice Pres & Treasurer

Signatures

/s/ Michael J
Sewell

03/01/2019

__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 restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2019.
- (2) The restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2020.
- (3) The restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2021.
- (4) The restricted stock units became payable March 1, 2019. The performance goals were met at threshold level.

- The reported phantom stock shares were acquired under the company's Top Hat Savings Plan, an "Excess Benefits Plan" within the
- (5) 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/her 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.

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