

SCHIFF JOHN J JR  
 Form 4  
 February 06, 2006

**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 \*  
 SCHIFF JOHN J JR

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)  
 02/02/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 PRESIDENT & CEO

FAIRFIELD, OH 45014-5141  
 (City) (State) (Zip)

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

**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				(A) or (D)	Price		
Common Stock				Code V	Amount		
Common Stock							
Common Stock	01/17/2006	01/17/2006	G	V	50,263	D	\$ 0
Common Stock					4,101,921 (1)	D	
Common Stock					1,487 (1)	D	
Common Stock					3,507,241 (2) (1)	I	CHARITABLE LEAD ANNUITY TRUST
Common Stock					107,186 (1)	I	CO. PENSION PLAN

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Common Stock	114,249 <sup>(1)</sup>	I	CORPORATION
Common Stock	49,563 <sup>(1)</sup>	I	SCHIFF TRUST
Common Stock	563,633 <sup>(1)</sup>	I	SPOUSE

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 38.8					01/19/2005	01/19/2014	Common Stock	55,125
Employee Stock Option (right to buy)	\$ 41.6285					<sup>(3)</sup>	01/25/2015	Common Stock	63,000
Employee Stock Option (right to buy)	\$ 45.26	02/02/2006	02/02/2006	A	50,000	<sup>(3)</sup>	02/02/2016	Common Stock	50,000
Phantom Stock	\$ 0					08/08/1988	08/08/1988	Common Stock	11,052
Stock Option	\$ 26.95					01/25/2001	01/25/2010	Common Stock	55,125
Stock Option	\$ 30.6					01/27/2000	01/27/2009	Common Stock	115,760

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Stock Option	\$ 30.72	08/24/1999	08/24/2008	Common Stock	11,023
Stock Option	\$ 32.45	02/01/2004	02/01/2013	Common Stock	55,125
Stock Option	\$ 32.81	01/31/2002	01/31/2011	Common Stock	55,125
Stock Option	\$ 34.96	01/28/2003	01/28/2012	Common Stock	55,125
Stock Option	\$ 41.14	01/05/1999	01/05/2008	Common Stock	115,760

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHIFF JOHN J JR 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141	X		PRESIDENT & CEO	

### Signatures

JOHN J SCHIFF, JR.                      02/06/2006

\*\*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).
- (3) The option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (2) Shares are gifted quarterly from the Charitable Lead Annuity Trust.
- (1) Share amounts and exercise prices have been adjusted for a 5% Stock Dividend, record date April 6, 2005, paid April 26, 2005.

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.