

MATHEWS ERIC N
 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 *
 MATHEWS ERIC N

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)
 VICE PRESIDENT

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)	19,522 ⁽¹⁾	D	
Common Stock				(A) or (D)	635 ⁽¹⁾	I	CHILDREN

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

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SEC 1474 (9-02)

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 38.8					(2) 01/19/2014	01/19/2014	Common Stock	5,513
Employee Stock Option (right to buy)	\$ 41.6285					(2) 01/25/2015	01/25/2015	Common Stock	5,250
Employee Stock Option (right to buy)	\$ 45.26	02/02/2006	02/02/2006	A	5,000	(2) 02/02/2016	02/02/2016	Common Stock	5,000
Stock Option	\$ 18.59					04/06/1997	04/06/2006	Common Stock	12,180
Stock Option	\$ 20.37					(2) 04/05/2007	04/05/2007	Common Stock	3,308
Stock Option	\$ 26.95					(2) 01/25/2010	01/25/2010	Common Stock	16,538
Stock Option	\$ 30.6					01/27/2000	01/27/2009	Common Stock	4,410
Stock Option	\$ 30.72					08/24/1999	08/24/2008	Common Stock	2,205
Stock Option	\$ 32.45					(2) 02/01/2013	02/01/2013	Common Stock	5,513
Stock Option	\$ 32.81					(2) 01/31/2011	01/31/2011	Common Stock	5,513
Stock Option	\$ 34.96					(2) 01/28/2012	01/28/2012	Common Stock	5,513

Stock Option	\$ 38.87	(2)	02/07/2008	Common Stock	3,308
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHEWS ERIC N 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141			VICE PRESIDENT	

Signatures

ERIC N MATHEWS	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).
- (2) The option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (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.