

MILLER KENNETH S
 Form 5
 February 06, 2006

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MILLER KENNETH S

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

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

SR. VICE PRESIDENT

6200 SOUTH GILMORE RD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FAIRFIELD, OH 45014-5141

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/05/2005	12/05/2005	G	10	D	\$ 0	79,251	D	^
Common Stock	12/05/2005	12/05/2005	G	6	A	\$ 0	653	I	CHILDREN
Common Stock	12/31/2005	12/31/2005	A ⁽¹⁾	3	A	\$ 0	656	I	CHILDREN
Common Stock	^	^	^	^	^	^	23,050	I	SPOUSE

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.95	Â	Â	Â	Â Â Â (2)	01/25/2010	Common Stock	9,713
Employee Stock Option (right to buy)	\$ 30.6	Â	Â	Â	Â Â Â (2)	01/27/2009	Common Stock	4,410
Employee Stock Option (right to buy)	\$ 30.72	Â	Â	Â	Â Â Â (2)	08/24/2008	Common Stock	3,308
Employee Stock Option (right to buy)	\$ 32.45	Â	Â	Â	Â Â Â (2)	02/01/2013	Common Stock	16,538
Employee Stock Option (right to buy)	\$ 32.81	Â	Â	Â	Â Â Â (2)	01/31/2011	Common Stock	5,513
Employee Stock Option	\$ 34.96	Â	Â	Â	Â Â Â (2)	01/28/2012	Common Stock	5,513

(right to buy)

Employee Stock

Option (right to buy)	\$ 38.8	Â	Â	Â	Â	Â	Â	Â (2)	01/19/2014	Common Stock	16,538
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Employee Stock

Option (right to buy)	\$ 38.87	Â	Â	Â	Â	Â	Â	Â (2)	02/07/2008	Common Stock	3,308
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Employee Stock

Option (right to buy)	\$ 41.62	Â	Â	Â	Â	Â	Â	Â (2)	01/25/2015	Common Stock	15,750
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER KENNETH S 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141	Â	Â	Â SR. VICE PRESIDENT	Â

Signatures

KENNETH S. MILLER 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) Shares acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.