

SCHIFF JOHN J JR
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 *
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)

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

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

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

(City) (State) (Zip)

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) | (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 | Â | Â | Â | Â | Â | Â | 4,101,911 (1) | D | Â |
| Common Stock 401K | 12/31/2005 | 12/31/2005 | A(2) | 30 | A | \$ 0 | 1,487 (1) | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,557,504 (3) (1) | I | CHARITABLE LEAD ANNUITY |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-----------------------|---|---------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 107,186 <u>(1)</u> | I | TRUST CO. PENSION PLAN |
| Common Stock | Â | Â | Â | Â | Â | Â | 114,249 <u>(1)</u> | I | CORPORATION |
| Common Stock | Â | Â | Â | Â | Â | Â | 49,563 <u>(1)</u> | I | SCHIFF TRUST |
| Common Stock | Â | Â | Â | Â | Â | Â | 563,633 <u>(1)</u> | I | SPOUSE |

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.

SEC 2270
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 38.8 | Â | Â | Â | Â | 01/19/2005 01/19/2014 | Common Stock 55,125 |
| Employee Stock Option (right to buy) | \$ 41.6285 | Â | Â | Â | Â | 01/25/2015 | Common Stock 63,000 |
| Phantom Stock | \$ 0 | 12/31/2005 | 12/31/2005 | A ⁽²⁾ | 218 | 08/08/1988 08/08/1988 | Common Stock 218 |
| Stock Option | \$ 26.95 | Â | Â | Â | Â | 01/25/2001 01/25/2010 | Common Stock 55,125 |
| Stock Option | \$ 30.6 | Â | Â | Â | Â | 01/27/2000 01/27/2009 | Common Stock 115,76 |
| Stock Option | \$ 30.72 | Â | Â | Â | Â | 08/24/1999 08/24/2008 | Common Stock 11,025 |

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| | | | | | | | | | | |
|--------------|----------|---|---|---|---|---|------------|------------|--------------|--------|
| Stock Option | \$ 32.45 | Â | Â | Â | Â | Â | 02/01/2004 | 02/01/2013 | Common Stock | 55,125 |
| Stock Option | \$ 32.81 | Â | Â | Â | Â | Â | 01/31/2002 | 01/31/2011 | Common Stock | 55,125 |
| Stock Option | \$ 34.96 | Â | Â | Â | Â | Â | 01/28/2003 | 01/28/2012 | Common Stock | 55,125 |
| Stock Option | \$ 41.14 | Â | Â | Â | Â | Â | 01/05/1999 | 01/05/2008 | Common Stock | 115,76 |

Reporting Owners

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

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).
- (4) The option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (3) 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.
- (2) Dividend Reinvestment shares acquired through the 401K and Top Hat plans.

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