

CINCINNATI FINANCIAL CORP
 Form 5
 February 02, 2015

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 *
 Love Lisa Anne

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)
 12/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr VP, Gen. Counsel, Corp Sec

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

(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)	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 Ownership (Instr. 4)
Common Stock	12/11/2014	^	G	30 D \$0	13,906.307	D	^
Common Stock	^	^	^	^ ^ ^	2,264	I	By Mother's Trust

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

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SEC 2270 (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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)																			
Phantom Stock Shares	\$ 0	Â	Â	Â	Â	<table border="0"> <tr> <td></td> <td>Date Exercisable</td> <td>Expiration Date</td> <td>Title</td> <td>Amount or Number of Shares</td> </tr> <tr> <td>(A)</td> <td>(D)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Â</td> <td>Â</td> <td>Â (1)</td> <td>Â (1)</td> <td>Common Stock</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td>5,233</td> </tr> </table>		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(A)	(D)				Â	Â	Â (1)	Â (1)	Common Stock					5,233	Â
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares																							
(A)	(D)																										
Â	Â	Â (1)	Â (1)	Common Stock																							
				5,233																							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Love Lisa Anne 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014	Â	Â	Â Sr VP, Gen. Counsel, Corp Sec	Â

Signatures

Lisa Anne Love 01/29/2015
 __Signature of Date
 Reporting Person

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 reported phantom stock shares were acquired under the company's Top Hat Savings Plan, an "Excess Benefits Plan" within the 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 phantom stock shares into an alternative investment selection within the plan. The insider has also elected that future bi-weekly contributions in the Top Hat Savings Plan be invested in the Cincinnati Financial Stock Plan.

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.