

Spray Stephen M
Form 4
March 05, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Spray Stephen M

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)
02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr Vice President - Subsidiary

FAIRFIELD, OH 45014
(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/22/2018		G	V 335 D \$ 0	19,339	D	
Common Stock	03/01/2018		M	2,986 A \$ 0	22,325	D	
Common Stock	03/01/2018		M	133 A \$ 0	22,458	D	
Common Stock	03/01/2018		M	232 A \$ 0	22,690	D	
Common Stock	03/01/2018		M	581 A \$ 0	23,271	D	

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0	03/01/2018		M	2,986	(1) (1)	Common Stock 2,986	\$
Restricted Stock Units	\$ 0	03/01/2018		M	133	(2) (2)	Common Stock 133	\$
Restricted Stock Units	\$ 0	03/01/2018		M	232	(3) (3)	Common Stock 232	\$
Restricted Stock Units	\$ 0	03/01/2018		M	581	(4) (4)	Common Stock 581	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spray Stephen M 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014			Sr Vice President - Subsidiary	

Signatures

/s/ Stephen M
Spray
03/05/2018
Date

**Signature of 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 restricted stock units became payable March 1, 2018. The performance goals were met at the target level.
- (2) The restricted stock units vested March 1, 2018, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2018.
- (3) The restricted stock units vested March 1, 2018, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2019.
- (4) The restricted stock units vested March 1, 2018, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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