

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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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 \*  
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	(A) or (D)			
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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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