

Sewell Michael J
Form 4
March 05, 2019

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 *
Sewell Michael J

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)
03/01/2019

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
CFO, Sr Vice Pres & Treasurer

FAIRFIELD, OH 45014

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) | 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) Price | | |
| Common Stock | 03/01/2019 | | M | | 962 A \$ 0 | 63,018 | D |
| Common Stock | 03/01/2019 | | M | | 427 A \$ 0 | 63,445 | D |
| Common Stock | 03/01/2019 | | M | | 1,004 A \$ 0 | 64,449 | D |
| Common Stock | 03/01/2019 | | F | | 1,250 D \$ 87.1 | 63,199 | D |
| Common Stock | 03/01/2019 | | M | | 1,875 A \$ 0 | 65,074 | 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 Deri Secu (Inst | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 03/01/2019 | | M | 427 | (1) | (1) | Common Stock | 427 |
| Restricted Stock Units | \$ 0 | 03/01/2019 | | M | 962 | (2) | (2) | Common Stock | 962 |
| Restricted Stock Units | \$ 0 | 03/01/2019 | | M | 1,004 | (3) | (3) | Common Stock | 1,004 |
| Restricted Stock Units | \$ 0 | 03/01/2019 | | M | 1,875 | (4) | (4) | Common Stock | 1,875 |
| Phantom Stock Shares | \$ 0 | | | | | (5) | (5) | Common Stock | 12,081 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sewell Michael J 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014 | | | CFO, Sr Vice Pres & Treasurer | |

Signatures

/s/ Michael J
Sewell

03/01/2019

__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).

- (1) The restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2019.
- (2) The restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2020.
- (3) The restricted stock units vested March 1, 2019, as set forth in the grant agreement providing for ratable vesting over a three year service period ending March 1, 2021.
- (4) The restricted stock units became payable March 1, 2019. The performance goals were met at threshold level.

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/her phantom stock shares into an alternative investment selection within the plan.

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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