

MILLER KENNETH S
 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 *
 MILLER KENNETH S

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)
 SR. VICE PRESIDENT

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

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) | (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 | 12/05/2005 | 12/05/2005 | G | 10 | D | \$ 0 | 79,251 | D | ^ |
| Common Stock | 12/05/2005 | 12/05/2005 | G | 6 | A | \$ 0 | 653 | I | CHILDREN |
| Common Stock | 12/31/2005 | 12/31/2005 | A ⁽¹⁾ | 3 | A | \$ 0 | 656 | I | CHILDREN |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 23,050 | I | SPOUSE |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 26.95 | Â | Â | Â | Â Â Â (2) | 01/25/2010 | Common Stock | 9,713 |
| Employee Stock Option (right to buy) | \$ 30.6 | Â | Â | Â | Â Â Â (2) | 01/27/2009 | Common Stock | 4,410 |
| Employee Stock Option (right to buy) | \$ 30.72 | Â | Â | Â | Â Â Â (2) | 08/24/2008 | Common Stock | 3,308 |
| Employee Stock Option (right to buy) | \$ 32.45 | Â | Â | Â | Â Â Â (2) | 02/01/2013 | Common Stock | 16,538 |
| Employee Stock Option (right to buy) | \$ 32.81 | Â | Â | Â | Â Â Â (2) | 01/31/2011 | Common Stock | 5,513 |
| Employee Stock Option | \$ 34.96 | Â | Â | Â | Â Â Â (2) | 01/28/2012 | Common Stock | 5,513 |

(right to buy)

Employee

Stock

Option \$ 38.8 Â Â Â Â Â Â Â (2) 01/19/2014 Common Stock 16,538
(right to buy)

Employee

Stock

Option \$ 38.87 Â Â Â Â Â Â Â (2) 02/07/2008 Common Stock 3,308
(right to buy)

Employee

Stock

Option \$ 41.62 Â Â Â Â Â Â Â (2) 01/25/2015 Common Stock 15,750
(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER KENNETH S 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141 | Â | Â | Â SR. VICE PRESIDENT | Â |

Signatures

KENNETH S. 02/06/2006
MILLER

**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).
- (2) The option is exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (1) Shares acquired through dividend reinvestment.

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