

Sewell Michael J  
Form 4  
March 05, 2019

**FORM 4**

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

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

## OMB APPROVAL

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(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 \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 03/01/2019                              |                                                             | M                                       |                                                                            | 962                                                                                                                | A \$ 0                                                               | 63,018 D                                                          |
| Common<br>Stock                       | 03/01/2019                              |                                                             | M                                       |                                                                            | 427                                                                                                                | A \$ 0                                                               | 63,445 D                                                          |
| Common<br>Stock                       | 03/01/2019                              |                                                             | M                                       |                                                                            | 1,004                                                                                                              | A \$ 0                                                               | 64,449 D                                                          |
| Common<br>Stock                       | 03/01/2019                              |                                                             | F                                       |                                                                            | 1,250                                                                                                              | D \$<br>87.1                                                         | 63,199 D                                                          |
| Common<br>Stock                       | 03/01/2019                              |                                                             | M                                       |                                                                            | 1,875                                                                                                              | A \$ 0                                                               | 65,074 D                                                          |

# Edgar Filing: Sewell Michael J - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    | 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                                              | S     |
| Restricted Stock Units                     | \$ 0                                                   | 03/01/2019                           |                                                    | M                              | 962                                                                                     | (2) (2)                                                  | Common Stock 962                                              | S     |
| Restricted Stock Units                     | \$ 0                                                   | 03/01/2019                           |                                                    | M                              | 1,004                                                                                   | (3) (3)                                                  | Common Stock 1,004                                            | S     |
| Restricted Stock Units                     | \$ 0                                                   | 03/01/2019                           |                                                    | M                              | 1,875                                                                                   | (4) (4)                                                  | Common Stock 1,875                                            | S     |
| 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<br>6200 SOUTH GILMORE RD<br>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
- (5) 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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