

CINCINNATI FINANCIAL CORP  
Form 8-K  
May 26, 2006

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) May 26, 2006

**CINCINNATI FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

Ohio	0-4604	31-0746871
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
6200 S. Gilmore Road, Fairfield, Ohio		45014-5141
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code (513) 870-2000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

**Item 1.01**

**Entry into a Material Definitive Agreement.**

**Item 2.03**

**Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of Registrant.**

On May 26, 2006, Cincinnati Financial Corporation renewed its 364-day credit agreement with Fifth Third Bank effective May 30, 2006. The credit agreement provides for an unsecured \$50 million line of credit available for Cincinnati Financial Corporation's general corporate purposes. The material terms of the original credit agreement are unchanged by this amendment. The maturity date for the credit agreement is May 29, 2007. Fifth Third Bank is a wholly-owned subsidiary of Fifth Third Bancorp. Cincinnati Financial Corporation is the beneficial owner of approximately 13 percent of the outstanding common stock of Fifth Third Bancorp. The credit transaction was effected on an arm's length basis. CFC Investment Company, a wholly owned subsidiary of Cincinnati Financial Corporation, also is a borrower under the credit agreement.

#### **Item 7.01**

##### **Regulation FD Disclosure.**

On May 26, 2006, Cincinnati Financial Corporation issued the attached news release "Cincinnati Financial Corporation Declares Regular Quarterly Cash Dividend." The news release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference. This report should not be deemed an admission as to the materiality of any information contained in the news release.

The information furnished in Item 7.01 of this report shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

#### **Item 9.01**

##### **Financial Statements and Exhibits**

(c) Exhibits

**Exhibit 10.01** Amendment No. 1 to Credit Agreement by and among Cincinnati Financial Corporation and CFC Investment Company, as Borrowers, and Fifth Third Bank, as Lender.

**Exhibit 10.02** -- 364-Day Credit Agreement by and among Cincinnati Financial Corporation and CFC Investment Company, as Borrowers, and Fifth Third Bank, as Lender, incorporated by reference to Exhibit 10.01 filed with the company's Current Report on Form 8-K dated May 31, 2005.

**Exhibit 99.1** News release dated May 26, 2006, titled Cincinnati Financial Corporation Declares Regular Quarterly Cash Dividend.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CINCINNATI FINANCIAL CORPORATION

Date May 26, 2006

/S/ Kenneth W. Stecher

Kenneth W. Stecher

Chief Financial Officer, Executive Vice President, Secretary and Treasurer

(Principal Accounting Officer)

/s/