ZRNO JOHN M Form 4 May 06, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * ZRNO JOHN M

(First)

(Street)

(Stata)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

(Zin)

CINCINNATI BELL INC [CBB]

(Check all applicable)

221 EAST FOURTH STREET

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director 10% Owner _ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

05/04/2010

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CINCINNATI, OH 45202

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Ac	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	l of (D) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code	7 miloune		Titee	25,000	I	By Family Limited Partnership
Common Stock (2)	05/04/2010		A	10,448	A	\$ 3.35	30,545	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy (4)	\$ 22.8438					01/02/2001	01/02/2011	Common Stock	3,250	
Option to Buy (3)	\$ 24.915					04/30/2001	04/30/2011	Common Stock	9,000	
Option to Buy (4)	\$ 9.35					01/02/2002	01/02/2012	Common Stock	5,300	
Option to Buy (3)	\$ 6.69					04/29/2002	04/29/2012	Common Stock	9,000	
Option to Buy (4)	\$ 3.715					01/02/2003	01/02/2013	Common Stock	5,300	
Option to Buy (3)	\$ 4.51					04/29/2003	04/29/2013	Common Stock	9,000	
Option to Buy (3)	\$ 4.245					04/23/2004	04/23/2014	Common Stock	9,000	
Option to Buy (3)	\$ 3.87					04/29/2005	04/29/2015	Common Stock	9,000	
Option to Buy (3)	\$ 4.195					04/28/2006	04/28/2016	Common Stock	9,000	
Option to Buy (4)	\$ 4.62					01/03/2007	01/03/2017	Common Stock	48,400	
Option to Buy (5)	\$ 5.31					05/03/2007	05/03/2017	Common Stock	9,000	
Phantom Shares	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	6,000	
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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ZRNO JOHN M

221 EAST FOURTH STREET X

CINCINNATI, OH 45202

Signatures

Christopher J. Wilson, Attorney-in-fact for John M. Zrno 05/06/2010

**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) Shares held by Zrno Family Limited Partnership
- (2) Restricted share grant under the Cincinnati Bell Inc. 2007 Stock Option Plan for Non-Employee Directors.
- (3) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan. Under the terms of 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fees in exchange for options.
- (5) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (6) One for one conversion.
- (7) Phantom shares are payable in cash following retirement or termination of the reporting person's affiliation with the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3