

CINCINNATI BELL INC
 Form 4
 December 11, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 CASSIDY JOHN F

(Last) (First) (Middle)
 221 EAST FOURTH STREET
 (Street)

CINCINNATI 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CINCINNATI BELL INC [CBB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/08/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 28,383.195 | I | By 401k Plan |
| Common Stock <u>(1)</u> <u>(2)</u> | | | | | 655,246 | D | |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Option to Buy (3) | \$ 12.981 | | | | | 01/02/1998 01/02/2007 | Common Stock 6,000 |
| Option to Buy (3) | \$ 13.155 | | | | | 01/02/1999 01/02/2008 | Common Stock 6,000 |
| Option to Buy (3) | \$ 16.75 | | | | | 01/04/2000 01/04/2009 | Common Stock 57,300 |
| Option to Buy (3) | \$ 18.6875 | | | | | 08/20/2000 08/20/2009 | Common Stock 20,000 |
| Option to Buy (3) | \$ 16.7813 | | | | | 09/17/2001 09/17/2009 | Common Stock 200,000 |
| Option to Buy (3) | \$ 35.9688 | | | | | 01/03/2001 01/03/2010 | Common Stock 15,000 |
| Option to Buy (3) | \$ 23.5313 | | | | | 05/23/2001 05/23/2010 | Common Stock 400,000 |
| Option to Buy (3) | \$ 22.8438 | | | | | 01/02/2002 01/02/2011 | Common Stock 80,000 |
| Option to Buy (3) | \$ 9.645 | | | | | 12/04/2002 12/04/2011 | Common Stock 400,000 |
| Option to Buy (3) | \$ 3.48 | | | | | 12/05/2003 12/05/2012 | Common Stock 600,000 |
| Option to Buy (3) | \$ 5.655 | | | | | 12/04/2004 12/04/2013 | Common Stock 801,000 |

| | | | | | | | | | |
|-------------------------|----------|------------|--|---|---------|---------------------------|------------|-----------------|-------|
| Option to Buy (3) | \$ 3.7 | | | | | 12/03/2005 | 12/03/2014 | Common Stock | 666, |
| Option to Buy (3) | \$ 3.995 | | | | | 12/01/2005 ⁽⁴⁾ | 12/01/2015 | Common Stock | 425, |
| Option to Buy (3) | \$ 3.49 | | | | | 01/27/2007 ⁽⁵⁾ | 01/27/2016 | Common Stock | 85,0 |
| Option to Buy (3) | \$ 4.735 | 12/08/2006 | | A | 574,350 | 12/08/2007 ⁽⁵⁾ | 12/08/2016 | Common Stock | 574,3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CASSIDY JOHN F 221 EAST FOURTH STREET CINCINNATI 45202 | X | | President and CEO | |

Signatures

Christopher J. Wilson by Power of Attorney for John F. Cassidy
12/11/2006

__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) Includes restricted stock granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Includes 15,000 shares held in the reporting person's deferred compensation plan account with Fidelity Investments.
- (3) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
Options vest upon grant. Options granted on December 1, 2005 are fully vested upon grant. Shares purchased upon exercise of such options are subject to sale restrictions until the reporting person terminates employment with the Company as follows: 28% of shares purchased may be sold on or after December 1, 2006. Thereafter, an additional 3% of shares purchased per month for the remaining 24 months may be sold. Options expire ten years from grant date.
- (5) 3-year vesting schedule: 28% vest one year from grant date; 3% vest each month thereafter for the remaining 24 months.
- (6) Reporting person will pay option price at time of exercise.

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.