

CASSIDY JOHN F
Form 4
March 04, 2008

FORM 4

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

OMB APPROVAL

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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)
02/29/2008

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 28,383.195 | I | By 401k Plan |
| Common Stock ⁽¹⁾ | 02/29/2008 | | D | 65,077 | D \$ 0 | D | |
| Common Stock ⁽²⁾ | 02/29/2008 | | F | 51,484 | D \$ 3.88 | D | |
| Common Stock ⁽³⁾ | 02/29/2008 | | A | 220,725 | A \$ 3.88 | D | |
| Common Stock ⁽⁴⁾ | 02/29/2008 | | F | 92,816 | D \$ 3.88 | D | |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Buy <u>(5)</u> | \$ 13.155 | | | | | 01/02/1999 01/02/2008 | Common Stock | 6,000 |
| Option to Buy <u>(5)</u> | \$ 16.75 | | | | | 01/04/2000 01/04/2009 | Common Stock | 57,300 |
| Option to Buy <u>(5)</u> | \$ 18.6875 | | | | | 08/20/2000 08/20/2009 | Common Stock | 20,000 |
| Option to Buy <u>(5)</u> | \$ 16.7813 | | | | | 09/17/2001 09/17/2009 | Common Stock | 200,000 |
| Option to Buy <u>(5)</u> | \$ 35.9688 | | | | | 01/03/2001 01/03/2010 | Common Stock | 15,000 |
| Option to Buy <u>(5)</u> | \$ 23.5313 | | | | | 05/23/2001 05/23/2010 | Common Stock | 400,000 |
| Option to Buy <u>(5)</u> | \$ 22.8438 | | | | | 01/02/2002 01/02/2011 | Common Stock | 80,000 |
| Option to Buy <u>(5)</u> | \$ 9.645 | | | | | 12/04/2002 12/04/2011 | Common Stock | 400,000 |
| | \$ 3.48 | | | | | 12/05/2003 12/05/2012 | | 600,000 |

| | | | | | | |
|-------------------------|----------|--|---------------------------|------------|-----------------|---------|
| Option to Buy (5) | | | | | Common Stock | |
| Option to Buy (5) | \$ 5.655 | | 12/04/2004 | 12/04/2013 | Common Stock | 801,000 |
| Option to Buy (5) | \$ 3.7 | | 12/03/2005 | 12/03/2014 | Common Stock | 666,100 |
| Option to Buy (5) | \$ 3.995 | | 12/01/2005 | 12/01/2015 | Common Stock | 425,000 |
| Option to Buy (5) | \$ 3.49 | | 01/27/2007 | 01/27/2016 | Common Stock | 85,000 |
| Option to Buy (5) | \$ 4.735 | | 12/08/2007 | 12/08/2016 | Common Stock | 574,350 |
| Option to Buy (6) | \$ 4.91 | | 12/07/2008 ⁽⁷⁾ | 12/07/2017 | Common Stock | 559,355 |

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 03/04/2008

__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) Restricted common shares forfeited upon completion of 2005-2007 performance cycle under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (2) Surrender of previously granted restricted shares under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan to cover tax liabilities upon lapse of restrictions.
- (3) Common shares issued upon vesting of performance units granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (4)

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Surrender of common shares to cover tax liabilities upon vesting of performance units granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan, which is a Rule 16b-3 Plan.

- (5) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (6) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (7) 3-year vesting schedule: 28% vest one year from grant date; 3% vest each month thereafter for the remaining 24 months.

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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