CINCINNATI BELL INC

Form 4 July 02, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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)

(Last)

Security

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person * MORRIS MICHAEL G

221 EAST FOURTH STREET

2. Issuer Name and Ticker or Trading Symbol

CINCINNATI BELL INC [CBB]

(First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 07/02/2007

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Code V

A

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CINCINNATI 45202

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

07/02/2007

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A)

1,957.18 A

or Amount (D) Price Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported Transaction(s) (Instr. 4)

(Instr. 3 and 4)

29,172.526

By Deferred Compensation

7. Nature of

Ownership

(Instr. 4)

Indirect Beneficial

Plan (1)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | e | 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 (2) | \$ 5.655 | | | | | 12/04/2003 | 12/04/2013 | Common Stock | 25,000 | |
| Option to Buy (2) | \$ 4.245 | | | | | 04/23/2004 | 04/23/2014 | Common Stock | 9,000 | |
| Option to Buy (2) | \$ 3.87 | | | | | 04/29/2005 | 04/29/2015 | Common Stock | 9,000 | |
| Option to Buy (2) | \$ 4.195 | | | | | 04/28/2006 | 04/28/2016 | Common Stock | 9,000 | |
| Option to Buy $\frac{(3)}{}$ | \$ 5.31 | | | | | 05/03/2007 | 05/03/2017 | Common Stock | 9,000 | |
| Phantom Shares (4) | <u>(5)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 6,000 | |
| Phantom Shares (4) | <u>(5)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 6,000 | |
| Phantom Shares (4) | <u>(5)</u> | | | | | <u>(6)</u> | (6) | Common Stock | 6,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Paulie / Address | Director | 10% Owner | Officer | Other | | | |
| MORRIS MICHAEL G 221 EAST FOURTH STREET CINCINNATI 45202 | X | | | | | | |

Signatures

Christopher J. Wilson by Power of Attorney for Michael G.

Morris

**Signature of Reporting Person

Date

Reporting Owners 2

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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).
- Under the terms of the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan, reporting
- (1) person elected to defer a percentage of his annual retainer and/or meeting fees. These shares were acquired pursuant to the terms of the Deferred Compensation Plan for Outside Directors.
- (2) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors, which is a Rule 16b-3 Plan.
- (3) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (4) Phantom shares granted under the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (5) One for one conversion.
- (6) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/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.