CINCINNATI BELL INC
Form 4
December 08, 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 *
ROSS BRIAN A

(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)
12/05/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								727	I	By 401k Plan
Common Stock								2,000	I	By IRA
Common Stock								1,758	I	By Children
Common Stock								172,217	D	

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

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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Option to Buy (1)	$ 18.3438							01/04/2002	09/01/2009	Common Stock	40
Option to Buy (1)	$ 17.5							09/13/2000	09/13/2009	Common Stock	15,0
Option to Buy (1)	$ 35.9688							01/03/2001	01/03/2010	Common Stock	25,0
Option to Buy (1)	$ 22.8438							01/03/2002	01/03/2011	Common Stock	20,0
Option to Buy (1)	$ 16.425							09/05/2002	09/05/2011	Common Stock	5,00
Option to Buy (1)	$ 9.645							12/04/2002	12/04/2011	Common Stock	25,0
Option to Buy (1)	$ 3.48							12/05/2003	12/05/2012	Common Stock	60,0
Option to Buy (1)	$ 5.655							12/04/2004	12/04/2013	Common Stock	61,0
Option to Buy (1)	$ 5.57							01/29/2005	01/29/2014	Common Stock	300,0
Option to Buy	$ 3.7							12/03/2005	12/03/2014	Common Stock	150,0

(1)									
Option to Buy (1)	$ 3.995					12/01/2005	12/01/2015	Common Stock	150,0
Option to Buy (1)	$ 4.735					12/08/2007	12/08/2016	Common Stock	200,0
Option to Buy (2)	$ 4.91					12/07/2008	12/07/2017	Common Stock	250,0
Option to Buy (2)	$ 1.67	12/05/2008		A	362,162	12/05/2009(3)	12/05/2018	Common Stock	362,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS BRIAN A 221 EAST FOURTH STREET CINCINNATI 45202			Chief Operating Officer	

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian A. Ross	12/08/2008
**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)** Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- **(2)** Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- **(3)** Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months.
- **(4)** 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.
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