CINCINNATI BELL INC

Form 4

December 08, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

Stock

(Print or Type Responses)

| 1. Name and AcKEATING E | • | ing Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|-------------------------|----------|--------------|--|--|--|--|
| | | | CINCINNATI BELL INC [CBB] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| 221 EAST FOURTH STREET | | REET | (Month/Day/Year) 12/05/2008 | Director 10% OwnerX_ Officer (give title Other (specify below) Vice President | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| CINCINNATI, OH 45202 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | quired, Disposed of, or Beneficially Owned | | |
| 1 70°41 C | 0 T | D . 0. D | 1 2 4.5 '4' | 5 A . C . C O . L: 7 N . | | |

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, if any | Code | 4. Securities onAcquired (A) or Disposed of (D) | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
|--------------------------------------|--------------------------------------|------------------------|--------------------|---|--|--|----------------------------------|
| | | (Month/Day/Year) | (Instr. 8) Code V | (Instr. 3, 4 and 5) (A) or Amount (D) Price | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock | | | | | 6,739.74 | I | By Trustee of 401k RSP |
| Common | | | | | 49,633 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Edgar Filing: CINCINNATI BELL INC - Form 4

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

| 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) | orDe Se Ac Di | Number erivative curities equired (sposed o astr. 3, 4 | (A) or of (D) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Securitie |
|---|---|--------------------------------------|---|--|------------------------|--|---------------|---|--------------------|---|---------------------------|
| | | | | Code V | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amous Number Shares |
| Option to Buy | \$ 12.981 | | | | | | | 01/02/1998 | 01/02/2007 | Common Stock | 2,40 |
| Option to Buy | \$ 13.155 | | | | | | | 01/02/1999 | 01/02/2008 | Common Stock | 3,00 |
| Option to Buy | \$ 16.75 | | | | | | | 01/03/2000 | 01/03/2009 | Common Stock | 7,6 |
| Option to Buy | \$ 16.75 | | | | | | | 01/04/2002 | 01/04/2009 | Common Stock | 50 |
| Option to Buy | \$ 35.9688 | | | | | | | 01/03/2001 | 01/03/2010 | Common Stock | 8,00 |
| Option to Buy | \$ 24.7813 | | | | | | | 06/26/2001 | 06/26/2010 | Common Stock | 6,20 |
| Option to Buy | \$ 22.8438 | | | | | | | 01/01/2002 | 01/01/2011 | Common Stock | 8,00 |
| Option to Buy | \$ 16.425 | | | | | | | 09/05/2002 | 09/05/2011 | Common Stock | 1,00 |
| Option to Buy | \$ 9.645 | | | | | | | 12/04/2002 | 12/04/2011 | Common Stock | 8,50 |
| Option to Buy | \$ 5.655 | | | | | | | 12/04/2004 | 12/04/2013 | Common Stock | 51,0 |
| Option to Buy | \$ 3.995 | | | | | | | 12/01/2005 | 12/01/2015 | Common Stock | 50,0 |

Edgar Filing: CINCINNATI BELL INC - Form 4

| Option to Buy | \$ 4.735 | | | | 12/08/2007 | 12/08/2016 | Common Stock | 50,0 |
|------------------|----------|------------|---|---------|---------------|------------|-----------------|-------|
| Option to Buy | \$ 4.91 | | | | 12/07/2008 | 12/07/2017 | Common Stock | 50,0 |
| Option to Buy | \$ 1.67 | 12/05/2008 | A | 100,000 | 12/05/2009(3) | 12/05/2018 | Common Stock | 100,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|-------------------|-------|--|--|--|--|
| - | Director | 10% Owner | Officer | Other | | | | |
| KEATING BRIAN G 221 EAST FOURTH STREET CINCINNATI, OH 45202 | | | Vice President | | | | | |

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian G.
Keating
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. 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