

COX PHILLIP R  
Form 4  
May 18, 2011

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COX PHILLIP R

(Last) (First) (Middle)

221 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/17/2011

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)

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	05/17/2011		G	V 7,462 D \$ 0	38,253.925 <sup>(1)</sup> 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  
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number.**

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. 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. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy <u>(2)</u>	\$ 9.35							01/02/2002	01/02/2012	Common Stock	2,650
Option to Buy <u>(2)</u>	\$ 6.69							04/29/2002	04/29/2012	Common Stock	9,000
Option to Buy <u>(2)</u>	\$ 3.715							01/02/2003	01/02/2013	Common Stock	2,650
Option to Buy <u>(2)</u>	\$ 4.51							04/29/2003	04/29/2013	Common Stock	9,000
Option to Buy <u>(2)</u>	\$ 4.245							04/23/2004	04/23/2014	Common Stock	9,000
Option to Buy <u>(2)</u>	\$ 3.87							04/29/2005	04/29/2015	Common Stock	9,000
Option to Buy <u>(2)</u>	\$ 4.195							04/28/2006	04/28/2016	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 5.31							05/03/2007	05/03/2017	Common Stock	9,000
Phantom Shares	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	6,000
Phantom Shares	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	6,000
Phantom Shares	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	6,000
Phantom Shares	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Shares	6,000
Phantom Shares	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	6,000
Phantom Shares	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	6,000
Phantom Shares	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
COX PHILLIP R 221 EAST FOURTH STREET CINCINNATI, OH 45202	X

## Signatures

Christopher J. Wilson, Attorney-in-fact for Phillip  
R. Cox

05/18/2011

\_\_\_\_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 50.928 shares held by Trustee of DRP.
- (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 is Rule 16b-3 Plan.
- (4) One for one conversion.
- (5) Phantom shares are payable in cash following retirement or termination of the reporting person's 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.

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