

WILSON CHRISTOPHER J

Form 4

March 02, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON CHRISTOPHER J

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

221 EAST FOURTH STREET

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/28/2007

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

VP, General Counsel

(Street)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

CINCINNATI, OH 45202

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock					10,008.654	I	By Trustee for 401k RSP
Common Stock ⁽¹⁾	02/28/2007		A	21,750	A \$ 4.55	37,830	D

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

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 information contained in this form are not
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SEC 1474
 (9-02)

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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 of Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy (2)	\$ 16.75							01/04/2000	01/04/2009	Common Stock	8,000
Option to Buy (2)	\$ 35.9688							01/03/2001	01/03/2010	Common Stock	8,000
Option to Buy (2)	\$ 22.8438							01/01/2002	01/02/2011	Common Stock	7,250
Option to Buy (2)	\$ 16.42							09/05/2002	09/05/2011	Common Stock	1,000
Option to Buy (2)	\$ 9.645							12/04/2002	12/04/2011	Common Stock	7,400
Option to Buy (2)	\$ 3.48							12/05/2003	12/05/2012	Common Stock	20,000
Option to Buy (2)	\$ 5.655							12/04/2004	12/04/2013	Common Stock	51,000
Option to Buy (2)	\$ 3.7							12/03/2004	12/03/2014	Common Stock	75,000
Option to Buy (2)	\$ 3.995							12/01/2005 ⁽³⁾	12/01/2015	Common Stock	77,400
Option to Buy (2)	\$ 4.735							12/08/2007 ⁽⁴⁾	12/08/2016	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILSON CHRISTOPHER J 221 EAST FOURTH STREET CINCINNATI, OH 45202	VP, General Counsel

Signatures

Christopher J. Wilson	03/02/2007
**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) Common shares issued upon vesting of performance units granted under the Cincinnati Bell In. 1997 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (2) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
Options vest upon grant. Options granted on December 1, 2005 are fully vested upon grant. Shares purchased upon exercise of such options are subject to sale restrictions until the reporting person terminates employment with the Company as follows: 28% of shares purchased may be sold on or after December 1, 2006. Thereafter, an additional 3% of shares purchased per month for the remaining 24 months may be sold. Options expire ten years from grant date.
- (4) Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months. Options expire ten years from grant date.

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.