

WILSON CHRISTOPHER J

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
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(Print or Type Responses)

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

(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)

05/16/2011

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 ____ Other (specify
below) below)

VP, General Counsel

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)
Common Stock					100,000	I	By Trustee of Executive Deferred Compensation Plan
Common Stock <u>(1)</u>	05/16/2011		A	18,921	A \$ 1.39	240,660	D
Common Stock <u>(2)</u>	05/16/2011		F	12,027	D \$ 3.13	228,633	D

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

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(9-02)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Option to Buy ⁽³⁾	\$ 16.42							09/05/2002	09/05/2011	Common Stock	1,000
Option to Buy ⁽³⁾	\$ 9.645							12/04/2002	12/04/2011	Common Stock	7,400
Option to Buy ⁽³⁾	\$ 3.48							12/05/2003	12/05/2012	Common Stock	20,000
Option to Buy ⁽³⁾	\$ 5.655							12/04/2004	12/04/2013	Common Stock	51,000
Option to Buy ⁽³⁾	\$ 3.7							12/03/2004	12/03/2014	Common Stock	75,000
Option to Buy ⁽³⁾	\$ 3.995							12/01/2005	12/01/2015	Common Stock	77,000
Option to Buy ⁽³⁾	\$ 4.735							12/08/2007	12/08/2016	Common Stock	100,000
Option to Buy ⁽⁴⁾	\$ 4.91							12/07/2008	12/07/2017	Common Stock	100,000
Option to Buy ⁽⁴⁾	\$ 1.67							12/05/2009	12/05/2018	Common Stock	210,000
Option to Buy ⁽⁴⁾	\$ 1.39							01/30/2010	01/30/2019	Common Stock	74,000
Stock Appreciation Right ⁽⁵⁾	\$ 1.39							01/30/2010	01/30/2019	Common Stock	126,000
Option to Buy ⁽⁴⁾	\$ 2.91							01/29/2011	01/29/2020	Common Stock	206,000
Stock Appreciation	\$ 2.54							12/07/2011	12/07/2020	Common Stock	176,000

Right ⁽⁶⁾

Stock

Appreciation	\$ 1.39	05/16/2011	M	18,921	01/30/2010	01/30/2019	Common Stock	18,
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Right ⁽⁵⁾

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 05/18/2011

 **Signature of Date
Reporting Person

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 exercise of Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (2) Surrender of common shares to cover exercise price and tax liabilities upon exercise of SAR.
- (3) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (5) Stock-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (6) Cash-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.

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.