ROSS BRIAN A Form 4 June 16, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Symbol

Expires:

5. Relationship of Reporting Person(s) to

Issuer

OMB

Number:

2005 Estimated average burden hours per

OMB APPROVAL

3235-0287

January 31,

0.5

response...

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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obligations

(Print or Type Responses)

ROSS BRIAN A

1. Name and Address of Reporting Person *

| | | | CINCINNATI BELL INC [CBB] | | | (Check all applicable) | | | | | |
|---|--------------------------------------|-------------|---|--|--|------------------------|--|--|---|-----------------|--|
| (Last) (First) (Middle) 221 EAST FOURTH STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2010 | | | | Director 10% Owner Officer (give title Other (specify below) | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | | |
| CINCINNA | TI 45202 | | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-I | Derivative S | Securi | ties Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | Execution (| emed on Date, if /Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | | 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 | | | | | | | | 727.692 | I | By 401k Plan | |
| Common Stock | | | | | | | | 2,000 | I | By IRA | |
| Common Stock | | | | | | | | 1,758 | I | By Children | |
| Common Stock | 06/14/2010 | | | S | 25,709 | D | \$ 3.36 | 322,477 | D | | |
| Common Stock | 06/14/2010 | | | S | 40,000 | D | \$ 3.28 | 282,477 | D | | |

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| Common Stock | 06/14/2010 | M | 20,000 | A | \$ 1.67 | 302,477 | D |
|-----------------|------------|---|--------|---|------------|---------|---|
| Common Stock | 06/14/2010 | S | 20,000 | D | \$ 3.31 | 282,477 | D |

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

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SEC 1474

(9-02)

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

| 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) | 5. Number of Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5) | e (A) sed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|---|---|--|--|--------------------|--|--------------------|---|----------------|
| | | | | Code V | (A) (I | D) | Date Exercisable | Expiration Date | Title | An Nu Sh |
| Option to Buy (1) | \$ 22.8438 | | | | | | 01/03/2002 | 01/03/2011 | Common Stock | 2 |
| Option to Buy | \$ 16.425 | | | | | | 09/05/2002 | 09/05/2011 | Common Stock | : |
| Option to Buy | \$ 9.645 | | | | | | 12/04/2002 | 12/04/2011 | Common Stock | 2 |
| Option to Buy | \$ 3.48 | | | | | | 12/05/2003 | 12/05/2012 | Common Stock | 6 |
| Option to Buy | \$ 5.655 | | | | | | 12/04/2004 | 12/04/2013 | Common Stock | 6 |
| Option to Buy | \$ 5.57 | | | | | | 01/29/2005 | 01/29/2014 | Common Stock | 30 |
| Option to Buy | \$ 3.7 | | | | | | 12/03/2005 | 12/03/2014 | Common Stock | 1: |
| Option to Buy | \$ 3.995 | | | | | | 12/01/2005 | 12/01/2015 | Common Stock | 1: |
| Option to Buy | \$ 4.735 | | | | | | 12/08/2007 | 12/08/2016 | Common Stock | 2 |
| Option to Buy (1) | \$ 4.91 | | | | | | 12/07/2008 | 12/07/2017 | Common Stock | 2: |
| | \$ 1.67 | | | | | | 12/05/2009 | 12/05/2018 | | 30 |

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| Option to Buy (1) | | | | | | | Common Stock | |
|------------------------------------|---------|------------|---|--------|---------------|------------|-----------------|----|
| Option to Buy (1) | \$ 1.39 | | | | 01/30/2010 | 01/30/2019 | Common Stock | 6 |
| Stock Appreciation Right (2) | \$ 1.39 | | | | 01/30/2010 | 01/30/2019 | Common Stock | 10 |
| Option to Buy (1) | \$ 2.91 | | | | 01/29/2011 | 01/29/2020 | Common Stock | 6 |
| Option to Buy | \$ 1.67 | 06/14/2010 | M | 20,000 | 12/05/2009(3) | 12/05/2018 | Common Stock | 2 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROSS BRIAN A

221 EAST FOURTH STREET Chief Operating Officer

CINCINNATI 45202

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian A.
Ross
06/16/2010

**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. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (3) 28% of these options became exercisable on December 5, 2009. Thereafter, the options continued to vest at the rate of 3% per month on the 5th day of each month.

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.

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