

CINCINNATI BELL INC

Form 4

May 03, 2016

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
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)
04/29/2016

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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	04/29/2016		A	23,560	A \$ 59,744.925 3.82 ⁽²⁾	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: CINCINNATI BELL INC - Form 4

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 ⁽³⁾	\$ 5.31							05/03/2007	05/03/2017	Common Stock	9,000
Phantom Shares	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock	6,000
Phantom Shares	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock	6,000
Phantom Shares	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock	6,000
Phantom Shares	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock	6,000
Phantom Shares	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock	6,000
Phantom Shares	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock	6,000
Phantom Shares	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock	6,000
Phantom Shares	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	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

05/03/2016

 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).

Restricted Stock Units (RSUs) granted under the 2007 Stock Option Plan for Non-Employee Directors, which is a Rule 16b-3 Plan. The

- (1) RSUs vest on the first anniversary of the grant date. Each RSU constitutes the right to receive one share of Cincinnati Bell common stock upon vesting.
- (2) Includes 50.928 shares held by Trustee of DRP.
- (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.

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.