SHARROCK DAVID B

Form 4 May 04, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHARROCK DAVID B Issuer Symbol CINCINNATI BELL INC [CBB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 221 EAST FOURTH STREET 05/03/2007 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CINCINNATI, OH 45202 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common D

Stock

6,802

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

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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)	Code	Securiti	vative les ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. 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 (4)	\$ 5.228						04/17/1995	04/17/2005	Common Stock	4,000
Option to Buy (4)	\$ 10.347						04/22/1996	04/22/2006	Common Stock	4,000
Option to Buy (4)	\$ 11.65						04/28/1997	04/28/2007	Common Stock	4,000
Option to Buy (4)	\$ 16.125						04/27/1998	04/27/2008	Common Stock	4,000
Option to Buy (4)	\$ 22.4375						04/26/1999	04/26/2009	Common Stock	9,000
Option to Buy (4)	\$ 29.0938						04/19/2000	04/19/2010	Common Stock	9,000
Option to Buy (5)	\$ 22.8438						01/02/2001	01/02/2011	Common Stock	3,250
Option to Buy (4)	\$ 24.915						04/30/2001	04/30/2011	Common Stock	9,000
Option to Buy (4)	\$ 6.69						04/29/2002	04/29/2012	Common Stock	9,000
Option to Buy (4)	\$ 4.51						04/29/2003	04/29/2013	Common Stock	9,000
Option to Buy (4)	\$ 4.245						04/23/2004	04/23/2014	Common Stock	9,000
Option to Buy (4)	\$ 3.87						04/29/2005	04/29/2015	Common Stock	9,000
Option to Buy (4)	\$ 4.195						04/28/2006	04/28/2016	Common Stock	9,000
Phantom Shares (1)	(2)						<u>(3)</u>	(3)	Common Stock	6,000
Phantom Shares (1)	(2)						<u>(3)</u>	<u>(3)</u>	Common Stock	6,000
	<u>(2)</u>						(3)	(3)		6,000

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Phantom Shares (1)							Common Stock	
Option to Buy (6)	\$ 5.31	05/03/2007	A	9,000	05/03/2007	05/03/2017	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SHARROCK DAVID B

221 EAST FOURTH STREET X

CINCINNATI, OH 45202

Signatures

Christopher J. Wilson, Attorney-in-fact for David B.
Sharrock
05/04/2007

**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) Phantom shares granted under the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (2) One for one conversion.
- (3) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/affilation with the Company.
- (4) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- Option shares granted under the 1997 Stock Option Plan for Non-Employee Diretors which is a Rule 16b-3 Plan. Under the terms of the
- (5) 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fees in exchange for options.
- (6) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is a Rule 16-b3 Plan.
- (7) Reporting person will pay option price at time of exercise.

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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