

CASSIDY JOHN F
Form 4
November 14, 2012

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 *
CASSIDY JOHN F

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)
11/12/2012

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

President and CEO

(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 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 Indirect Ownership (Instr. 4)
Common Stock					48,681.062	I	By 401k Plan
Common Stock ⁽¹⁾	11/12/2012		M	188,941 A	\$ 3.48 1,714,451	D	
Common Stock	11/12/2012		S	188,941 D	\$ 5.136 1,525,510	D	

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

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number.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Option to Buy <u>(2)</u>	\$ 5.655					12/04/2004	12/04/2013	Common Stock	80
Option to Buy <u>(2)</u>	\$ 3.7					12/03/2005	12/03/2014	Common Stock	66
Option to Buy <u>(2)</u>	\$ 3.995					12/01/2005	12/01/2015	Common Stock	42
Option to Buy <u>(2)</u>	\$ 3.49					01/27/2007	01/27/2016	Common Stock	85
Option to Buy <u>(2)</u>	\$ 4.735					12/08/2007	12/08/2016	Common Stock	57
Option to Buy <u>(3)</u>	\$ 4.91					12/07/2008	12/07/2017	Common Stock	55
Option to Buy <u>(3)</u>	\$ 1.67					12/05/2009	12/05/2018	Common Stock	68
Option to Buy <u>(3)</u>	\$ 2.91					01/29/2011	01/29/2020	Common Stock	30
Stock Appreciation Right <u>(4)</u>	\$ 2.91					01/29/2011	01/29/2020	Common Stock	30
Stock Appreciation Right <u>(4)</u>	\$ 2.85					01/28/2012	01/28/2021	Common Stock	78
Option to Buy <u>(2)</u>	\$ 3.48	11/12/2012		M	188,941	12/05/2003	12/05/2012	Common Stock	18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		President and CEO	

CASSIDY JOHN F
221 EAST FOURTH STREET
CINCINNATI 45202

Signatures

Christopher J. Wilson by Power of Attorney for John F.
Cassidy

11/14/2012

__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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 22, 2012. The options being exercised were scheduled to expire on December 5, 2012.
- (2) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (3) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) 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.

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