

KEATING BRIAN G
 Form 4
 February 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
KEATING BRIAN G

(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)
01/30/2009

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)
 Vice President

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)
				(A) or (D) Price			
Common Stock					6,745.961	I	By Trustee of 401k RSP
Common Stock					49,633	D	

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)

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	Amount
Option to Buy <u>(1)</u>	\$ 35.9688					01/03/2001	01/03/2010	Common Stock	8
Option to Buy <u>(1)</u>	\$ 24.7813					06/26/2001	06/26/2010	Common Stock	6
Option to Buy <u>(1)</u>	\$ 22.8438					01/01/2002	01/01/2011	Common Stock	8
Option to Buy <u>(1)</u>	\$ 16.425					09/05/2002	09/05/2011	Common Stock	5
Option to Buy <u>(1)</u>	\$ 9.645					12/04/2002	12/04/2011	Common Stock	8
Option to Buy <u>(1)</u>	\$ 5.655					12/04/2004	12/04/2013	Common Stock	5
Option to Buy <u>(1)</u>	\$ 3.995					12/01/2005	12/01/2015	Common Stock	5
Option to Buy <u>(1)</u>	\$ 4.735					12/08/2007	12/08/2016	Common Stock	5
Option to Buy <u>(2)</u>	\$ 4.91					12/07/2008	12/07/2017	Common Stock	5
Option to Buy <u>(2)</u>	\$ 1.67					12/05/2009	12/05/2018	Common Stock	10
Option to Buy <u>(2)</u>	\$ 1.39	01/30/2009		A	16,826	01/30/2010 ⁽⁴⁾	01/30/2019	Common Stock	1
Stock Appreciation Right <u>(3)</u>	\$ 1.39	01/30/2009		A	28,492	01/30/2010 ⁽⁴⁾	01/30/2019	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

KEATING BRIAN G
221 EAST FOURTH STREET
CINCINNATI, OH 45202

Vice
President

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian G.
Keating

02/03/2009

__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. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (3) Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) 3-year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months.

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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