**ROSS BRIAN A** Form 4

February 03, 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 Form 5

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

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(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) 02/01/2010				Director 10% Owner Officer (give title Other (specify below)			
CINCINNA	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 Form filed by More than One Reporting Person					
(City)	(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)	Execution any	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)  (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (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 (1)	02/01/2010			A	236,860	A	\$ 2.9	518,562	D	
Common Stock (2)	02/01/2010			F	77,150	D	\$ 2.9	441,412	D	

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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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. Transacti Code (Instr. 8)	5. ionNumber 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)	
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy (3)	\$ 22.8438					01/03/2002	01/03/2011	Common Stock	20,000
Option to Buy $\frac{(3)}{}$	\$ 16.425					09/05/2002	09/05/2011	Common Stock	5,000
Option to Buy $\frac{(3)}{}$	\$ 9.645					12/04/2002	12/04/2011	Common Stock	25,000
Option to Buy $\frac{(3)}{}$	\$ 3.48					12/05/2003	12/05/2012	Common Stock	60,000
Option to Buy $\frac{(3)}{}$	\$ 5.655					12/04/2004	12/04/2013	Common Stock	61,000
Option to Buy $\frac{(3)}{}$	\$ 5.57					01/29/2005	01/29/2014	Common Stock	300,000
Option to Buy $\frac{(3)}{}$	\$ 3.7					12/03/2005	12/03/2014	Common Stock	150,000
Option to Buy $\frac{(3)}{}$	\$ 3.995					12/01/2005	12/01/2015	Common Stock	150,000
Option to Buy (3)	\$ 4.735					12/08/2007	12/08/2016	Common Stock	200,000
Option to Buy (4)	\$ 4.91					12/07/2008	12/07/2017	Common Stock	250,000
Option to Buy (4)	\$ 1.67					12/05/2009	12/05/2018	Common Stock	362,162
Option to Buy (4)	\$ 1.39					01/30/2010	01/30/2019	Common Stock	60,938

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Stock Appreciation Right (5)	\$ 1.39	01/30/2010	01/30/2019	Common Stock	103,185
Option to Buy (4)	\$ 2.91	01/29/2011	01/29/2020	Common Stock	69,846

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROSS BRIAN A 221 EAST FOURTH STREET CINCINNATI 45202

**Chief Operating Officer** 

### **Signatures**

Christopher J. Wilson, Attorney-in-Fact for Brian A. Ross

02/03/2010

\*\*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) Common shares granted upon vesting of performance units granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan and the Cincinnati Bell Inc. 2007 Long Term Incentive Plan, both of which are Rule 16b-3 Plans.
- (2) Surrender of common shares to cover tax liabilities upon vesting of performance units granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan and the Cincinnati Bell Inc. 2007 Long Term Incentive Plan, both of which are Rule 16b-3 Plans.
- (3) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (5) 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. 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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