

WILSON CHRISTOPHER J
Form 4
May 18, 2011

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 *
WILSON CHRISTOPHER J

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)
05/16/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel

(Street)
CINCINNATI, OH 45202

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

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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					100,000	I	By Trustee of Executive Deferred Compensation Plan
Common Stock ⁽¹⁾	05/16/2011		A	18,921	A \$ 1.39	240,660	D
Common Stock ⁽²⁾	05/16/2011		F	12,027	D \$ 3.13	228,633	D

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

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(9-02)

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 Number of Shares
Option to Buy ⁽³⁾	\$ 16.42					09/05/2002 09/05/2011	Common Stock 1,0
Option to Buy ⁽³⁾	\$ 9.645					12/04/2002 12/04/2011	Common Stock 7,4
Option to Buy ⁽³⁾	\$ 3.48					12/05/2003 12/05/2012	Common Stock 20,
Option to Buy ⁽³⁾	\$ 5.655					12/04/2004 12/04/2013	Common Stock 51,
Option to Buy ⁽³⁾	\$ 3.7					12/03/2004 12/03/2014	Common Stock 75,
Option to Buy ⁽³⁾	\$ 3.995					12/01/2005 12/01/2015	Common Stock 77,
Option to Buy ⁽³⁾	\$ 4.735					12/08/2007 12/08/2016	Common Stock 100
Option to Buy ⁽⁴⁾	\$ 4.91					12/07/2008 12/07/2017	Common Stock 100
Option to Buy ⁽⁴⁾	\$ 1.67					12/05/2009 12/05/2018	Common Stock 210
Option to Buy ⁽⁴⁾	\$ 1.39					01/30/2010 01/30/2019	Common Stock 74,
Stock Appreciation Right ⁽⁵⁾	\$ 1.39					01/30/2010 01/30/2019	Common Stock 126
Option to Buy ⁽⁴⁾	\$ 2.91					01/29/2011 01/29/2020	Common Stock 206
Stock Appreciation	\$ 2.54					12/07/2011 12/07/2020	Common Stock 176

Right ⁽⁶⁾

Stock

Appreciation Right ⁽⁵⁾	\$ 1.39	05/16/2011	M	18,921	01/30/2010	01/30/2019	Common Stock	18,
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON CHRISTOPHER J 221 EAST FOURTH STREET CINCINNATI, OH 45202			VP, General Counsel	

Signatures

Christopher J. Wilson	05/18/2011
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<u> </u> Signature of Reporting Person	Date
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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 issued upon exercise of Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (2) Surrender of common shares to cover exercise price and tax liabilities upon exercise of SAR.
- (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-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (6) Cash-settled 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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