

KEATING BRIAN G
Form 4
March 03, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
02/28/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount	(D)	Price
Common Stock					6,745.961	I	By Trustee of 401k
Common Stock ⁽¹⁾	02/28/2009		A		49,101	A	\$ 1.66 98,734
Common Stock ⁽²⁾	02/28/2009		F		15,738	D	\$ 1.66 82,996

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy ⁽³⁾	\$ 35.9688					01/03/2001	01/03/2010	Common Stock	8,000
Option to Buy ⁽³⁾	\$ 24.7813					06/26/2001	06/26/2010	Common Stock	6,200
Option to Buy ⁽³⁾	\$ 22.8438					01/01/2002	01/01/2011	Common Stock	8,000
Option to Buy ⁽³⁾	\$ 16.425					09/05/2002	09/05/2011	Common Stock	1,000
Option to Buy ⁽³⁾	\$ 9.645					12/04/2002	12/04/2011	Common Stock	8,500
Option to Buy ⁽³⁾	\$ 5.655					12/04/2004	12/04/2013	Common Stock	51,000
Option to Buy ⁽³⁾	\$ 3.995					12/01/2005	12/01/2015	Common Stock	50,000
Option to Buy ⁽³⁾	\$ 4.735					12/08/2007	12/08/2016	Common Stock	50,000
Option to Buy ⁽⁴⁾	\$ 4.91					12/07/2008	12/07/2017	Common Stock	50,000
Option to Buy ⁽⁴⁾	\$ 1.67					12/05/2009	12/05/2018	Common Stock	100,000
Option to Buy ⁽⁴⁾	\$ 1.39					01/30/2010	01/30/2019	Common Stock	16,826
Stock Appreciation Right ⁽⁵⁾	\$ 1.39					01/30/2010	01/30/2019	Common Stock	28,492

