

ZRNO JOHN M
Form 4
January 04, 2007

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 *
ZRNO JOHN M

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2007

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

CINCINNATI, OH 45202
(City) (State) (Zip)

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) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) Price | 5,000 | I | By Family Limited Partnership (1) |

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 number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
| Phantom Shares <u>(2)</u> | <u>(3)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 6,000 |
| Phantom Shares <u>(2)</u> | <u>(3)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 6,000 |
| Option to Buy <u>(5)</u> | \$ 16.18 | | | | | 05/27/1999 | 05/27/2009 | Common Stock | 1,048,800 |
| Option to Buy <u>(6)</u> | \$ 25.4063 | | | | | 11/09/1999 | 11/09/2009 | Common Stock | 25,000 |
| Option to Buy <u>(6)</u> | \$ 29.0938 | | | | | 04/19/2000 | 04/19/2010 | Common Stock | 9,000 |
| Option to Buy <u>(7)</u> | \$ 22.8438 | | | | | 01/02/2001 | 01/02/2011 | Common Stock | 3,250 |
| Option to Buy <u>(6)</u> | \$ 24.915 | | | | | 04/30/2001 | 04/30/2011 | Common Stock | 9,000 |
| Option to Buy <u>(7)</u> | \$ 9.35 | | | | | 01/02/2002 | 01/02/2012 | Common Stock | 5,300 |
| Option to Buy <u>(6)</u> | \$ 6.69 | | | | | 04/29/2002 | 04/29/2012 | Common Stock | 9,000 |
| Option to Buy <u>(7)</u> | \$ 3.715 | | | | | 01/02/2003 | 01/02/2013 | Common Stock | 5,300 |
| Option to Buy <u>(6)</u> | \$ 4.51 | | | | | 04/29/2003 | 04/29/2013 | Common Stock | 9,000 |
| Option to Buy <u>(6)</u> | \$ 4.245 | | | | | 04/23/2004 | 04/23/2014 | Common Stock | 9,000 |
| Option to Buy <u>(6)</u> | \$ 3.87 | | | | | 04/29/2005 | 04/29/2015 | Common Stock | 9,000 |
| Option to Buy <u>(6)</u> | \$ 4.195 | | | | | 04/28/2006 | 04/28/2016 | Common Stock | 9,000 |
| Option to Buy <u>(7)</u> | \$ 4.62 | 01/03/2007 | | A | 48,400 | 01/03/2007 | 01/03/2017 | Common Stock | 48,400 |
| Phantom Shares <u>(2)</u> | <u>(3)</u> | 01/03/2007 | | A | 6,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZRNO JOHN M 221 EAST FOURTH STREET CINCINNATI, OH 45202 | | | X | |

Signatures

| | |
|---|------------|
| Christopher J. Wilson, Attorney-in-fact for John M. Zrno | 01/04/2007 |
| __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) Shares held by Zrno Family Limited Partnership
- (2) Phantom shares granted under the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (3) One for one conversion.
- (4) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/affiliation with the Company.
- (5) Option shares granted under the 1998 Stock Option Plan which is a Rule 16b-3 Plan.
- (6) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (7) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan. Under the terms of 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fees in exchange for options.
- (8) Reporting person will pay option price at time of exercise.
- (9) Phantom shares are valued at the fair market price of the Issuer's common stock price on the date of grant.

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.