

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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