

KEATING BRIAN G
Form 4
March 02, 2007

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)
02/28/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | | | | | 6,739.74 | I | By Trustee of 401k RSP |
| Common Stock | | | | | 31,713 | D | |
| Common Stock ⁽¹⁾ | 02/28/2007 | | F | | \$ 1,885 | D | 4.55 29,828 |
| Common Stock ⁽²⁾ | 02/28/2007 | | A | | \$ 15,000 | A | 4.55 44,828 |
| Common Stock ⁽³⁾ | 02/28/2007 | | F | | \$ 4,808 | D | 4.55 40,020 |

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Buy | \$ 12.981 | | | | | 01/02/1998 01/02/2007 | Common Stock | 2,400 |
| Option to Buy <u>(4)</u> | \$ 13.155 | | | | | 01/02/1999 01/02/2008 | Common Stock | 3,000 |
| Option to Buy <u>(4)</u> | \$ 16.75 | | | | | 01/03/2000 01/03/2009 | Common Stock | 7,650 |
| Option to Buy <u>(4)</u> | \$ 16.75 | | | | | 01/04/2002 01/04/2009 | Common Stock | 500 |
| Option to Buy <u>(4)</u> | \$ 35.9688 | | | | | 01/03/2001 01/03/2010 | Common Stock | 8,000 |
| Option to Buy <u>(4)</u> | \$ 24.7813 | | | | | 06/26/2001 06/26/2010 | Common Stock | 6,200 |
| Option to Buy <u>(4)</u> | \$ 22.8438 | | | | | 01/01/2002 01/01/2011 | Common Stock | 8,000 |
| Option to Buy <u>(4)</u> | \$ 16.425 | | | | | 09/05/2002 09/05/2011 | Common Stock | 1,000 |
| | \$ 9.645 | | | | | 12/04/2002 12/04/2011 | | 8,500 |

| | | | | | | |
|-------------------------|----------|--|---------------------------|------------|-----------------|--------|
| Option to Buy (4) | | | | | Common Stock | |
| Option to Buy (4) | \$ 3.48 | | 12/05/2003 | 12/05/2012 | Common Stock | 25,000 |
| Option to Buy (4) | \$ 5.655 | | 12/04/2004 | 12/04/2013 | Common Stock | 51,000 |
| Option to Buy (4) | \$ 3.7 | | 12/03/2005 | 12/03/2014 | Common Stock | 75,000 |
| Option to Buy (4) | \$ 3.995 | | 12/01/2005 ⁽⁵⁾ | 12/01/2015 | Common Stock | 50,000 |
| Option to Buy (4) | \$ 4.735 | | 12/08/2007 ⁽⁶⁾ | 12/08/2016 | Common Stock | 50,000 |

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 03/02/2007

__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) Surrender of previously granted restricted shares under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan (which is a Rule 16b-3 Plan) to cover tax liabilities upon lapse of restrictions.
 - (2) Common shares issued upon vesting of performance units granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
 - (3) Surrender of common shares to cover tax liabilities upon vesting of performance units 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. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- Options vest upon grant. Options granted on December 1, 2005 are fully vested upon grant. Shares purchased upon exercise of such options are subject to sale restrictions until the reporting person terminates employment with the Company as follows: 28% of shares purchased may be sold on or after December 1, 2006. Thereafter, an additional 3% of shares purchased per month for the remaining 24 months may be sold. Options expire ten years from grant date.
- (5)

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(6) Options have a 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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