

ROSS BRIAN A
Form 4
June 14, 2010

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 *
ROSS BRIAN A

(Last) (First) (Middle)
221 EAST FOURTH STREET
(Street)

CINCINNATI 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CINCINNATI BELL INC [CBB]

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2010

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)
Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 727.692 | I | By 401k Plan |
| Common Stock | | | | | 2,000 | I | By IRA |
| Common Stock | | | | | 1,758 | I | By Children |
| Common Stock | 06/10/2010 | | S | | 25,000 | D | \$ 3.13 408,536 |
| Common Stock | 06/10/2010 | | M | | 100,000 | A | \$ 1.67 508,536 |

| | | | | | | | | |
|---|---------|------------|--|---|---------|---------------------------|------------|--------------|
| Stock Appreciation Right ⁽²⁾ | \$ 1.39 | | | | | 01/30/2010 | 01/30/2019 | Common Stock |
| Option to Buy ⁽¹⁾ | \$ 2.91 | | | | | 01/29/2011 | 01/29/2020 | Common Stock |
| Option to Buy | \$ 1.67 | 06/10/2010 | | M | 100,000 | 12/05/2009 ⁽³⁾ | 12/05/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSS BRIAN A 221 EAST FOURTH STREET CINCINNATI 45202 | | | Chief Operating Officer | |

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian A. Ross
06/14/2010

__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. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (3) 28% of these options became exercisable on December 5, 2009. Thereafter, the options continued to vest at the rate of 3% per month on the 5th day of each month.

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.