Edgar Filing: COX PHILLIP R - Form 4

COV DI III I ID D

Form 4 August 02, 20										
	FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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							-	PPROVAL 3235-0287	
if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruc								Expires: Estimated a burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5	
(Print or Type Re	esponses)									
1. Name and Ad COX PHILL	Name and Ticker or Trading NATI BELL INC [CBB]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Month/Da 221 EAST FOURTH STREET 07/29/20			ndment, Date Original				X Director 10% Owner Officer (give title Other (specify below) Other (spe			
(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) o of (D)	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)	
Common Stock	07/29/2011		J <u>(1)</u>	2,270	D	<u>(1)</u>	35,983.925 <u>(2)</u>	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: COX PHILLIP R - Form 4

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. Transactic Code (Instr. 8)	5. 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. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy (3)	\$ 9.35					01/02/2002	01/02/2012	Common Stock	2,650	
Option to Buy (3)	\$ 6.69					04/29/2002	04/29/2012	Common Stock	9,000	
Option to Buy (3)	\$ 3.715					01/02/2003	01/02/2013	Common Stock	2,650	
Option to Buy (3)	\$ 4.51					04/29/2003	04/29/2013	Common Stock	9,000	
Option to Buy (3)	\$ 4.245					04/23/2004	04/23/2014	Common Stock	9,000	
Option to Buy (3)	\$ 3.87					04/29/2005	04/29/2015	Common Stock	9,000	
Option to Buy (3)	\$ 4.195					04/28/2006	04/28/2016	Common Stock	9,000	
Option to Buy (4)	\$ 5.31					05/03/2007	05/03/2017	Common Stock	9,000	
Phantom Shares	(5)					(6)	(6)	Common Stock	6,000	
Phantom Shares	<u>(5)</u>					(6)	(6)	Common Stock	6,000	
Phantom Shares	<u>(5)</u>					(6)	(6)	Common Stock	6,000	
Phantom Shares	<u>(5)</u>					(6)	(6)	Common Shares	6,000	
Phantom Shares	(5)					(6)	(6)	Common Stock	6,000	
Phantom Shares	<u>(5)</u>					(6)	(6)	Common Stock	6,000	
Phantom Shares	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	6,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other

COX PHILLIP R	
221 EAST FOURTH STREET	
CINCINNATI, OH 45202	

Signatures

Christopher J. Wilson, Attorney-in-fact for Phillip R. Cox

**Signature of Reporting Person

08/02/2011

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Director

Х

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On May 3, 2011, each of the Company's non-employee directors was granted 12,110 restricted shares under the 2007 Stock Option Plan for Non-Employee Directors. It was subsequently determined that the number of full value shares available to be granted under the

- (1) above-referenced plan was insufficient to grant that number of shares to each non-employee director. Accordingly, the Company's board of directors determined that each non-employee director would rescind 2,270 of the previously granted shares to stay within plan limits for full value shares.
- (2) Includes 50.928 shares held by Trustee of DRP.
- (3) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (4) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is is Rule 16b-3 Plan.
- (5) One for one conversion.
- (6) Phantom shares are payable in cash following retirement or termination of the reporting person's affiliation with the Company.

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.