CINCINNATI BELL INC

Form 4 June 01, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KEATING BRIAN G			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)		(Middle)	3. Date of Earliest Transaction	(energy air approacie)		
221 EAST FOURTH STREET		EET	(Month/Day/Year) 05/31/2007	Director 10% Owner _X Officer (give title Other (specify below) Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CINCINNATI, OH 45202			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3,	sed of	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)
Common Stock							6,739.74	Ι	By Trustee of 401k RSP
Common Stock							40,020	D	
Common Stock	05/31/2007		M	25,000	A	\$ 3.48	65,020	D	
Common Stock	05/31/2007		S	25,000	D	\$ 5.8464	40,020	D	
Common Stock	05/31/2007		M	75,000	A	\$ 3.7	115,020	D	

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Common Stock 05/31/2007 S 75,000 D \$ 40,020 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(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)	orDeri Secu Acqı or D (D)	urities uired (A) visposed of tr. 3, 4,	Expiration Date		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option to Buy	\$ 12.981						01/02/1998	01/02/2007	Common Stock	2,400
Option to Buy	\$ 13.155						01/02/1999	01/02/2008	Common Stock	3,000
Option to Buy	\$ 16.75						01/03/2000	01/03/2009	Common Stock	7,650
Option to Buy	\$ 16.75						01/04/2002	01/04/2009	Common Stock	500
Option to Buy	\$ 35.9688						01/03/2001	01/03/2010	Common Stock	8,000
Option to Buy	\$ 24.7813						06/26/2001	06/26/2010	Common Stock	6,200
Option to Buy	\$ 22.8438						01/01/2002	01/01/2011	Common Stock	8,000
Option to Buy	\$ 16.425						09/05/2002	09/05/2011	Common Stock	1,000

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Opt to B (1)	\$ 9.645					12/04/2002	12/04/2011	Common Stock	8,500
Opt to B	\$ 5.655					12/04/2004	12/04/2013	Common Stock	51,000
Opt to B (1)	\$ 3.995					12/01/2005(2)	12/01/2015	Common Stock	50,000
Opt to E (1)	\$ 4.735					12/08/2007(3)	12/08/2016	Common Stock	50,000
Opt to E (1)	\$ 3.48	05/31/2007	M	1 :	25,000	<u>(4)</u>	12/05/2012	Common Stock	25,000
Opt to B	\$ 3.7	05/31/2007	N	1	75,000	(5)	12/03/2014	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
r	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
06/01/2007

**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) 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.
- (3) Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months.
- (4) The options fully vested on December 5, 2005.
- (5) The options fully vested on December 31, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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