Coleman Jeff Form 4 February 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

CINCINNATI BELL INC [CBB]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

01/30/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * Coleman Jeff

(Middle) (Last) (First)

221 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

Symbol

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

Owned Following Reported (A)

Transaction(s) Code V Amount (D) Price

(Instr. 3 and 4)

Issuer

below)

Person

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

X_ Officer (give title

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) Vice President,

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	l of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Option to Buy (1)	\$ 4.155						08/15/2006	08/15/2015	Common Stock	15.
Option to Buy (1)	\$ 3.995						12/01/2005	12/01/2015	Common Stock	5,
Option to Buy (1)	\$ 4.735						12/08/2007	12/08/2016	Common Stock	5,
Option to Buy (2)	\$ 4.91						12/07/2008	12/07/2017	Common Stock	5,
Option to Buy (2)	\$ 1.67						12/05/2009	12/05/2018	Common Stock	10.
Option to Buy (2)	\$ 1.39	01/30/2009		A	1,650		01/30/2010(4)	01/30/2019	Common Stock	1,
Stock Appreciation Right (3)	\$ 1.39	01/30/2009		A	2,793		01/30/2010(4)	01/30/2019	Common Stock	2,

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting o material materials	Director	10% Owner	Officer	Other			
Coleman Jeff 221 EAST FOURTH STREET CINCINNATI, OH 45202			Vice President,				

Signatures

Christopher J. Wilson, Attorney-in-Fact for Jeff
Coleman

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.

Reporting Owners 2

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(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. 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.