

CINCINNATI BELL INC

Form 4

April 28, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**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 \*  
COX PHILLIP R2. 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)

221 EAST FOURTH STREET

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

04/25/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

CINCINNATI, OH 45202

(City) (State) (Zip)

**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)
Common Stock <sup>(1)</sup>	04/25/2008		A	V Amount (D) Price 7,462 A \$ 4.69	10,522.925 <sup>(2)</sup>	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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy <u>(3)</u>	\$ 16.125							04/27/1998	04/27/2008	Common Stock	4,000
Option to Buy <u>(3)</u>	\$ 22.4375							04/26/1999	04/26/2009	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 29.0938							04/19/2000	04/19/2010	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 22.8438							01/02/2001	01/02/2011	Common Stock	1,625
Option to Buy <u>(3)</u>	\$ 24.915							04/30/2001	04/30/2011	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 9.35							01/02/2002	01/02/2012	Common Stock	2,650
Option to Buy <u>(3)</u>	\$ 6.69							04/29/2002	04/29/2012	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 3.715							01/02/2003	01/02/2013	Common Stock	2,650
Option to Buy <u>(3)</u>	\$ 4.51							04/29/2003	04/29/2013	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 4.245							04/23/2004	04/23/2014	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 3.87							04/29/2005	04/29/2015	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 4.195							04/28/2006	04/28/2016	Common Stock	9,000
Option to Buy <u>(4)</u>	\$ 5.31							05/03/2007	05/03/2017	Common Stock	9,000
Phantom Shares	<u>(5)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock	6,000
Phantom Shares	<u>(5)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock	6,000

Phantom Shares	<u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	6,000
Phantom Shares	<u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Shares	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COX PHILLIP R 221 EAST FOURTH STREET CINCINNATI, OH 45202	X			

## Signatures

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

04/28/2008

\_\_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) Restricted share grant under the Cincinnati Bell Inc. 2007 Stock Option Plan for Non-Employee Directors.

(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 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.

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