

COX PHILLIP R
Form 4
May 18, 2011

FORM 4

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

Check this box
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COX PHILLIP R

(Last) (First) (Middle)

221 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | 05/17/2011 | | G | V 7,462 D \$ 0 | 38,253.925 ⁽¹⁾ 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
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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)

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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>(2)</u> | \$ 9.35 | | | | | | | 01/02/2002 | 01/02/2012 | Common Stock | 2,650 |
| Option to Buy <u>(2)</u> | \$ 6.69 | | | | | | | 04/29/2002 | 04/29/2012 | Common Stock | 9,000 |
| Option to Buy <u>(2)</u> | \$ 3.715 | | | | | | | 01/02/2003 | 01/02/2013 | Common Stock | 2,650 |
| Option to Buy <u>(2)</u> | \$ 4.51 | | | | | | | 04/29/2003 | 04/29/2013 | Common Stock | 9,000 |
| Option to Buy <u>(2)</u> | \$ 4.245 | | | | | | | 04/23/2004 | 04/23/2014 | Common Stock | 9,000 |
| Option to Buy <u>(2)</u> | \$ 3.87 | | | | | | | 04/29/2005 | 04/29/2015 | Common Stock | 9,000 |
| Option to Buy <u>(2)</u> | \$ 4.195 | | | | | | | 04/28/2006 | 04/28/2016 | Common Stock | 9,000 |
| Option to Buy <u>(3)</u> | \$ 5.31 | | | | | | | 05/03/2007 | 05/03/2017 | Common Stock | 9,000 |
| Phantom Shares | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 6,000 |
| Phantom Shares | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 6,000 |
| Phantom Shares | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 6,000 |
| Phantom Shares | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Shares | 6,000 |
| Phantom Shares | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 6,000 |
| Phantom Shares | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 6,000 |
| Phantom Shares | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 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

05/18/2011

____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) Includes 50.928 shares held by Trustee of DRP.
- (2) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (3) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is is Rule 16b-3 Plan.
- (4) One for one conversion.
- (5) 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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