

CINCINNATI BELL INC

Form 4

February 04, 2014

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 *
WILSON CHRISTOPHER J

(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)
01/31/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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					130,000	I	By Trustee of Executive Deferred Compensation Plan
Common Stock <u>(1)</u>	01/31/2014		A	89,667	A \$ 3.46	122,667	D
Common Stock <u>(2)</u>	01/31/2014		F	45,833	D \$ 3.46	76,834	D

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

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(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)	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Buy ⁽³⁾	\$ 2.91					01/29/2011 01/29/2020	Common Stock 30,9
Stock Appreciation Right ⁽⁴⁾	\$ 2.54					12/07/2011 12/07/2020	Common Stock 84,5
Stock Appreciation Right ⁽⁴⁾	\$ 3.4	01/31/2014		A	32,468	01/31/2014 01/27/2022	Common Stock 32,4
Option to Buy ⁽³⁾	\$ 4.75	01/31/2014		A	46,180	01/31/2014 01/30/2023	Common Stock 46,1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILSON CHRISTOPHER J 221 EAST FOURTH STREET CINCINNATI, OH 45202	VP, General Counsel

Signatures

Christopher J.
Wilson 02/04/2014

**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) Common shares issued upon vesting of performance units granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan, which is a Rule 16b-3 plan.
- (2) Surrender of common shares to cover tax liabilities upon vesting of performance units.
- (3) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) Cash-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.

(5) On January 27, 2012, the reporting person was granted a cash-settled Stock Appreciation Right (SAR) as to 129,870 common shares. The SAR vests in three installments based on the Company's satisfaction of certain performance criteria for the fiscal years ending December 31, 2012, 2013 and 2014. The performance criteria for 2013 were met, resulting in the vesting of another 32,468 of the shares underlying the SAR.

(6) On January 30, 2013, the reporting person was granted 95,511 options. The options vest in three installments based on the Company's satisfaction of certain performance criteria for the fiscal years ending December 31, 2013, 2014 and 2015. The performance criteria for 2013 were met, resulting in the vesting of 46,180 of the options.

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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