

ROSS BRIAN A
Form 4
November 08, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSS BRIAN A

(Last) (First) (Middle)

221 EAST FOURTH STREET

(Street)

CINCINNATI 45202

(City) (State) (Zip)

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

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

11/04/2010

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 ____X____ Other (specify
below) below)

Former Chief Operating Officer

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 Ownership (Instr. 4)
Common Stock					727.692	I	By 401k Plan
Common Stock					2,000	I	By IRA
Common Stock					1,758	I	By Children
Common Stock <u>(1)</u>	11/04/2010		M	6,191 A	\$ 1.39 262,511	D	
Common Stock <u>(2)</u>	11/04/2010		F	4,473 D	\$ 2.67 258,038	D	

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Common Stock	11/04/2010	M	10,000	A	\$ 1.67	268,038	D
Common Stock	11/04/2010	S	10,000	D	\$ 2.69	258,038	D
Common Stock	11/04/2010	M	28,032	A	\$ 1.39	286,070	D
Common Stock	11/04/2010	S	28,032	D	\$ 2.7	258,038	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)	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
Stock Appreciation Right ⁽³⁾	\$ 1.39	11/04/2010		M		6,191		01/30/2010 ⁽⁵⁾	01/30/2019	Common Stock	6,191
Option to Buy ⁽⁴⁾	\$ 1.67	11/04/2010		M		10,000		12/05/2009 ⁽⁶⁾	12/05/2018	Common Stock	10,000
Option to Buy ⁽⁴⁾	\$ 1.39	11/04/2010		M		28,032		01/30/2010 ⁽⁷⁾	01/30/2019	Common Stock	28,032

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROSS BRIAN A 221 EAST FOURTH STREET CINCINNATI 45202	Former Chief Operating Officer

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian A.
Ross

11/08/2010

__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 exercise of Stock Appreciation Right (SAR).
- (2) Surrender of common shares to pay exercise price and tax liability upon exercise of Stock Appreciation Right (SAR).
- (3) Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (5) 28% of these SARs became exercisable on January 30, 2010. Thereafter, the SARs continued to vest at the rate of 3% per month on the last day of each month.
- (6) 28% of these options became exercisable on December 5, 2009. Thereafter, the options continued to vest at the rate of 3% per month on the 5th day of each month.
- (7) 28% of these options became exercisable on January 30, 2010. Thereafter, the options continued to vest at the rate of 3% per month on the last day of each month.

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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