

KEATING BRIAN G
Form 4
March 02, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEATING BRIAN G

(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)
02/28/2007

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)
Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					6,739.74	I	By Trustee of 401k RSP
Common Stock					31,713	D	
Common Stock ⁽¹⁾	02/28/2007		F		\$ 1,885	D	4.55 29,828
Common Stock ⁽²⁾	02/28/2007		A		\$ 15,000	A	4.55 44,828
Common Stock ⁽³⁾	02/28/2007		F		\$ 4,808	D	4.55 40,020

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to Buy	\$ 12.981					01/02/1998 01/02/2007	Common Stock	2,400
Option to Buy <u>(4)</u>	\$ 13.155					01/02/1999 01/02/2008	Common Stock	3,000
Option to Buy <u>(4)</u>	\$ 16.75					01/03/2000 01/03/2009	Common Stock	7,650
Option to Buy <u>(4)</u>	\$ 16.75					01/04/2002 01/04/2009	Common Stock	500
Option to Buy <u>(4)</u>	\$ 35.9688					01/03/2001 01/03/2010	Common Stock	8,000
Option to Buy <u>(4)</u>	\$ 24.7813					06/26/2001 06/26/2010	Common Stock	6,200
Option to Buy <u>(4)</u>	\$ 22.8438					01/01/2002 01/01/2011	Common Stock	8,000
Option to Buy <u>(4)</u>	\$ 16.425					09/05/2002 09/05/2011	Common Stock	1,000
	\$ 9.645					12/04/2002 12/04/2011		8,500

Option to Buy <u>(4)</u>					Common Stock	
Option to Buy <u>(4)</u>	\$ 3.48	12/05/2003	12/05/2012		Common Stock	25,000
Option to Buy <u>(4)</u>	\$ 5.655	12/04/2004	12/04/2013		Common Stock	51,000
Option to Buy <u>(4)</u>	\$ 3.7	12/03/2005	12/03/2014		Common Stock	75,000
Option to Buy <u>(4)</u>	\$ 3.995	12/01/2005 ⁽⁵⁾	12/01/2015		Common Stock	50,000
Option to Buy <u>(4)</u>	\$ 4.735	12/08/2007 ⁽⁶⁾	12/08/2016		Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEATING BRIAN G 221 EAST FOURTH STREET CINCINNATI, OH 45202			Vice President	

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian G.
Keating

03/02/2007

 **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) Surrender of previously granted restricted shares under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan (which is a Rule 16b-3 Plan) to cover tax liabilities upon lapse of restrictions.
- (2) Common shares issued upon vesting of performance units granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (3) Surrender of common shares to cover tax liabilities upon vesting of performance units granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (4) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
Options vest upon grant. Options granted on December 1, 2005 are fully vested upon grant. Shares purchased upon exercise of such options are subject to sale restrictions until the reporting person terminates employment with the Company as follows: 28% of shares purchased may be sold on or after December 1, 2006. Thereafter, an additional 3% of shares purchased per month for the remaining 24 months may be sold. Options expire ten years from grant date.

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(6) Options have a 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.

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