

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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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 |

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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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