

CASSIDY JOHN F
Form 4
February 04, 2013

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 *
CASSIDY JOHN F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
221 EAST FOURTH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2013

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

CINCINNATI 45202
(City) (State) (Zip)

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

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					48,681.062	I	By 401k Plan
Common Stock ⁽¹⁾	01/31/2013		A	149,265	\$ 4.75	A	
Common Stock ⁽²⁾	01/31/2013		F	70,976	\$ 4.75	D	

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

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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	Am Nun Sha
Option to Buy ⁽³⁾	\$ 5.655					12/04/2004	12/04/2013	Common Stock	80
Option to Buy ⁽³⁾	\$ 3.7					12/03/2005	12/03/2014	Common Stock	66
Option to Buy ⁽³⁾	\$ 3.995					12/01/2005	12/01/2015	Common Stock	42
Option to Buy ⁽³⁾	\$ 3.49					01/27/2007	01/27/2016	Common Stock	85
Option to Buy ⁽³⁾	\$ 4.735					12/08/2007	12/08/2016	Common Stock	57
Option to Buy ⁽⁴⁾	\$ 4.91					12/07/2008	12/07/2017	Common Stock	55
Option to Buy ⁽⁴⁾	\$ 1.67					12/05/2009	12/05/2018	Common Stock	68
Option to Buy ⁽⁴⁾	\$ 2.91					01/29/2011	01/29/2020	Common Stock	30
Stock Appreciation Right ⁽⁵⁾	\$ 2.91					01/29/2011	01/29/2020	Common Stock	30
Stock Appreciation Right ⁽⁵⁾	\$ 2.85					01/28/2012	01/28/2021	Common Stock	78
Option to Buy ⁽⁴⁾	\$ 3.4	01/31/2013		A	329,545	01/31/2013	01/27/2022	Common Stock	32

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASSIDY JOHN F 221 EAST FOURTH STREET CINCINNATI 45202	X			

Signatures

Christopher J. Wilson by Power of Attorney for John F.
Cassidy

02/04/2013

__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. 1997 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) Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- On January 27, 2012, the reporting person was granted an option to purchase 659,091 shares of common stock. The option vests in three
- (6) annual installments based on the Company's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2012, 2013 and 2014. The performance criteria for 2012 were met, resulting in vesting of the option as to 329,545 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.