

CINCINNATI BELL INC

Form 4

January 05, 2009

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MEYER DANIEL 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)

04/25/2008

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 18,462                                                                                                             | D                                                                    |                                         |

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

**Persons who respond to the collection of  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Date<br>of Exercise<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                      | Amount<br>or<br>Number<br>of Shares |
| Option to<br>Buy <u>(1)</u>                         | \$ 22.4375                                                            |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 04/26/1999                                                          | 04/26/2009         | Common<br>Stock                            | 25,000                              |
| Option to<br>Buy <u>(1)</u>                         | \$ 29.0938                                                            |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 04/19/2000                                                          | 04/19/2010         | Common<br>Stock                            | 9,000                               |
| Option to<br>Buy <u>(1)</u>                         | \$ 24.915                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 04/30/2001                                                          | 04/30/2011         | Common<br>Stock                            | 9,000                               |
| Option to<br>Buy <u>(1)</u>                         | \$ 6.69                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 04/29/2002                                                          | 04/29/2012         | Common<br>Stock                            | 9,000                               |
| Option to<br>Buy <u>(1)</u>                         | \$ 4.51                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 04/29/2003                                                          | 04/29/2013         | Common<br>Stock                            | 9,000                               |
| Option to<br>Buy <u>(1)</u>                         | \$ 4.245                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 04/23/2004                                                          | 04/23/2014         | Common<br>Stock                            | 9,000                               |
| Option to<br>Buy <u>(1)</u>                         | \$ 3.87                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 04/29/2005                                                          | 04/29/2015         | Common<br>Stock                            | 9,000                               |
| Option to<br>Buy <u>(1)</u>                         | \$ 4.195                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 04/28/2006                                                          | 04/28/2016         | Common<br>Stock                            | 9,000                               |
| Option to<br>Buy <u>(2)</u>                         | \$ 5.31                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 05/03/2007                                                          | 05/03/2017         | Common<br>Stock                            | 9,000                               |
| Phantom<br>Shares                                   | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>stock                            | 6,000                               |
| Phantom<br>Shares                                   | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock                            | 6,000                               |
| Phantom<br>Shares                                   | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock                            | 6,000                               |
| Phantom<br>Shares                                   | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock                            | 6,000                               |
| Phantom<br>Shares                                   | <u>(3)</u>                                                            | 01/02/2009                              |                                                             | A                                       |                                                                                                                 | 6,000                                                          |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock                            | 6,000                               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owners               |               |

Director   10% Owner   Officer   Other

MEYER DANIEL J  
221 EAST FOURTH STREET      X  
CINCINNATI, OH 45202

## Signatures

Christopher J. Wilson, Attorney-in-fact for Daniel J.  
Meyer

01/05/2009

\_\_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) Option shares granted under 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (2) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (3) One for one conversion.
- (4) Phantom shares are payable in cash following retirement or termination of the reporting person's affiliation with the Company.
- (5) Phantom Shares are valued at the fair market value of the Issuer's common stock on the date of grant.

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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