

WILSON CHRISTOPHER J
 Form 4
 May 18, 2011

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 *
WILSON CHRISTOPHER J

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)
 05/16/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, General Counsel

CINCINNATI, OH 45202

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

(City) (State) (Zip)

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) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|---|---|
| Common Stock | | | | | 100,000 | I | By Trustee of Executive Deferred Compensation Plan |
| Common Stock ⁽¹⁾ | 05/16/2011 | | A | 18,921 A | \$ 1.39 240,660 | D | |
| Common Stock ⁽²⁾ | 05/16/2011 | | F | 12,027 D | \$ 3.13 228,633 | D | |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|-------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | Title |
| Option to Buy ⁽³⁾ | \$ 16.42 | | | | | | 09/05/2002 | 09/05/2011 | Common Stock | 1,0 |
| Option to Buy ⁽³⁾ | \$ 9.645 | | | | | | 12/04/2002 | 12/04/2011 | Common Stock | 7,4 |
| Option to Buy ⁽³⁾ | \$ 3.48 | | | | | | 12/05/2003 | 12/05/2012 | Common Stock | 20, |
| Option to Buy ⁽³⁾ | \$ 5.655 | | | | | | 12/04/2004 | 12/04/2013 | Common Stock | 51, |
| Option to Buy ⁽³⁾ | \$ 3.7 | | | | | | 12/03/2004 | 12/03/2014 | Common Stock | 75, |
| Option to Buy ⁽³⁾ | \$ 3.995 | | | | | | 12/01/2005 | 12/01/2015 | Common Stock | 77, |
| Option to Buy ⁽³⁾ | \$ 4.735 | | | | | | 12/08/2007 | 12/08/2016 | Common Stock | 100 |
| Option to Buy ⁽⁴⁾ | \$ 4.91 | | | | | | 12/07/2008 | 12/07/2017 | Common Stock | 100 |
| Option to Buy ⁽⁴⁾ | \$ 1.67 | | | | | | 12/05/2009 | 12/05/2018 | Common Stock | 210 |
| Option to Buy ⁽⁴⁾ | \$ 1.39 | | | | | | 01/30/2010 | 01/30/2019 | Common Stock | 74, |
| Stock Appreciation Right ⁽⁵⁾ | \$ 1.39 | | | | | | 01/30/2010 | 01/30/2019 | Common Stock | 126 |
| Option to Buy ⁽⁴⁾ | \$ 2.91 | | | | | | 01/29/2011 | 01/29/2020 | Common Stock | 206 |
| Stock Appreciation | \$ 2.54 | | | | | | 12/07/2011 | 12/07/2020 | Common Stock | 176 |

Right ⁽⁶⁾

Stock

| | | | | | | | | | |
|--------------|---------|------------|--|---|--------|------------|------------|--------------|-----|
| Appreciation | \$ 1.39 | 05/16/2011 | | M | 18,921 | 01/30/2010 | 01/30/2019 | Common Stock | 18, |
|--------------|---------|------------|--|---|--------|------------|------------|--------------|-----|

Right ⁽⁵⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON CHRISTOPHER J 221 EAST FOURTH STREET CINCINNATI, OH 45202 | | | VP, General Counsel | |

Signatures

Christopher J.
Wilson 05/18/2011

 **Signature of Date
Reporting Person

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) 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 exercise price and tax liabilities upon exercise of SAR.
 - (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-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
 - (6) Cash-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.

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.