

CASSIDY JOHN F
 Form 4
 November 08, 2012

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

(Last) (First) (Middle)

221 EAST FOURTH STREET

(Street)

CINCINNATI 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/06/2012

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)

President and CEO

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⁾	11/06/2012		M	1,000,000 A	\$ 1.39 2,121,561	D	
Common Stock ⁽²⁾	11/06/2012		F	596,051 D	\$ 5.18 1,525,510	D	

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

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number.

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
Option to Buy ⁽³⁾	\$ 3.48					12/05/2003 12/05/2012	Common Stock
Option to Buy ⁽³⁾	\$ 5.655					12/04/2004 12/04/2013	Common Stock
Option to Buy ⁽³⁾	\$ 3.7					12/03/2005 12/03/2014	Common Stock
Option to Buy ⁽³⁾	\$ 3.995					12/01/2005 12/01/2015	Common Stock
Option to Buy ⁽³⁾	\$ 3.49					01/27/2007 01/27/2016	Common Stock
Option to Buy ⁽³⁾	\$ 4.735					12/08/2007 12/08/2016	Common Stock
Option to Buy ⁽⁴⁾	\$ 4.91					12/07/2008 12/07/2017	Common Stock
Option to Buy ⁽⁴⁾	\$ 1.67					12/05/2009 12/05/2018	Common Stock
Option to Buy ⁽⁴⁾	\$ 2.91					01/29/2011 01/29/2020	Common Stock
Stock Appreciation Right ⁽⁵⁾	\$ 2.91					01/29/2011 01/29/2020	Common Stock
Stock Appreciation Right ⁽⁵⁾	\$ 2.85					01/28/2012 01/28/2021	Common Stock
Stock Appreciation Right ⁽⁵⁾	\$ 1.39	11/06/2012		M	1,000,000	01/30/2010 01/30/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CASSIDY JOHN F
221 EAST FOURTH STREET X President and CEO
CINCINNATI 45202

Signatures

Christopher J. Wilson by Power of Attorney for John F. Cassidy 11/08/2012

__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 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 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.