

KEATING BRIAN G
Form 4
August 16, 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 *
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)
08/14/2012

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)
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 | (A) or (D) | Price |
| Common Stock | | | | | 6,745.961 | I | By Trustee of 401k |
| Common Stock ⁽¹⁾ | 08/14/2012 | | M | | 28,492 | A | \$ 1.39 47,425 |
| Common Stock ⁽²⁾ | 08/14/2012 | | F | | 15,113 | D | \$ 4.5 32,312 |
| Common Stock ⁽³⁾ | 08/14/2012 | | M | | 36,623 | A | \$ 2.54 68,935 |
| Common Stock | 08/14/2012 | | D | | 36,623 | D | \$ 4.5 32,312 |

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy ⁽⁴⁾ | \$ 5.655 | | | | | 12/04/2004 | 12/04/2013 | Common Stock | 51,000 |
| Option to Buy ⁽⁴⁾ | \$ 3.995 | | | | | 12/01/2005 | 12/01/2015 | Common Stock | 50,000 |
| Option to Buy ⁽⁴⁾ | \$ 4.735 | | | | | 12/08/2007 | 12/08/2016 | Common Stock | 50,000 |
| Option to Buy ⁽⁵⁾ | \$ 4.91 | | | | | 12/07/2008 | 12/07/2017 | Common Stock | 50,000 |
| Option to Buy ⁽⁵⁾ | \$ 2.91 | | | | | 01/29/2011 | 01/29/2020 | Common Stock | 50,000 |
| Stock Appreciation Right ⁽⁶⁾ | \$ 1.39 | 08/14/2012 | | M | 28,942 | 01/30/2010 | 01/30/2019 | Common Stock | 28,942 |
| Stock Appreciation Right ⁽⁷⁾ | \$ 2.54 | 08/14/2012 | | M | 36,623 | 12/07/2011 | 12/07/2020 | Common Stock | 36,623 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEATING BRIAN G 221 EAST FOURTH STREET CINCINNATI, OH 45202 | | | Vice President | |

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian G.
Keating

08/16/2012

__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-settled 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 the exercise price and tax liabilities upon exercise of stock-settled SAR.
- (3) Exercise of cash-settled Stock Appreciation Right (SAR).
- (4) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (5) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (6) Stock-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (7) 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.