CINCINNATI BELL INC

Form 4 April 28, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MAHONEY ROBERT W Issuer Symbol CINCINNATI BELL INC [CBB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title 221 EAST FOURTH STREET 04/25/2008 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

CINCINNATI, OH 45202

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed Execution Date, if	3.	4. Securit		*	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				/ A N			Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common Stock (1)	04/25/2008		A	7,462	A	\$ 4.69	7,462	D	

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

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Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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2005

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy (2)	\$ 3.43					10/18/2004	10/18/2014	Common Stock	25,000	
Option to Buy (2)	\$ 3.87					04/29/2005	04/29/2015	Common Stock	9,000	
Option to Buy (2)	\$ 4.195					04/28/2006	04/28/2016	Common Stock	9,000	
Option to Buy (3)	\$ 5.31					05/03/2007	05/03/2017	Common Stock	9,000	
Phantom Share	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	6,000	
Phantom Shares	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	6,000	
Phantom Shares	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	6,000	
Phantom Shares	<u>(4)</u>					<u>(5)</u>	(5)	Common Stock	6,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer Other			
MAHONEY ROBERT W						
221 EAST FOURTH STREET	X					
CINCINNATI, OH 45202						

Signatures

Christopher J. Wilson, Attorney-in-Fact for Robert W.

Mahoney

**Signature of Reporting Person

Date

Reporting Owners 2

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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) Restricted share grant under the Cincinnati Bell Inc. 2007 Stock Option Plan for Non-Employee Directors.
- (2) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (3) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (4) One for one conversion.
- (5) Phantom shares are payable in cash following retirement or termination of reporting person's affiliation with the Company.

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.