WILSON CHRISTOPHER J

Form 4

February 16, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

2005

0.5

Issuer

January 31, Expires:

OMB APPROVAL

Estimated average

burden hours per

response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

CINCINNATI BELL INC [CBB]

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WILSON CHRISTOPHER J

		CII	CINCINNATI BELL INC [CBB]			(Check all applicable)				
(Last) (First) (Middle) 221 EAST FOURTH STREET		(Mo	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2012				Director 10% Owner Specify below)			
CINCINN	(Street) ATI, OH 45202		4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 any (Month/Day/Ye	Code	(A) or		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							100,000	I	By Trustee of Executive Deferred Compensation Plan	
Common Stock (1)	02/14/2012		M	11,354	A	\$ 1.39	323,981	D		
Common Stock (2)	02/14/2012		F	6,641	D	\$ 3.79	317,340	D		

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	orDeriv Secur Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
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 $\frac{(3)}{}$	\$ 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 $\frac{(3)}{}$	\$ 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,
Option to Buy (4)	\$ 2.91						01/29/2011	01/29/2020	Common Stock	206
Stock Appreciation Right (5)	\$ 2.54						12/07/2011	12/07/2020	Common Stock	176
Stock Appreciation Right (6)	\$ 1.39	02/14/2012		M		11,354	01/30/2010	01/30/2019	Common Stock	11,

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 02/16/2012

**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 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) Cash-settled Stock Appreciation Right (SAR) 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.

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.

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