

CINCINNATI BELL INC  
Form 4  
August 04, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Wojtaszek Gary J

(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)  
08/01/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Buy (1)	\$ 3.75	08/01/2008	A	200,000					08/01/2009 <sup>(2)</sup>	08/01/2018	Common Stock	200,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wojtaszek Gary J 221 EAST FOURTH STREET CINCINNATI, OH 45202			Chief Financial Officer	

## Signatures

By: Christopher J. Wilson by Power of Attorney for Gary J. Wojtaszek  
08/04/2008

\_\_\_\_\_  
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) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a 16b-3 Plan.
- (2) Options have a 3 year vesting schedule: 28% one year from the grant date and 3% for each of the remaining 24 months.
- (3) Reporting person will pay option price at time of exercise.

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. "font-family:Times New Roman" SIZE="2">

Provide funds for distribution to the Issuer's unitholders and to the General Partner for any one or more of the next four quarters;

Plus all cash on hand on the date of determination of available cash for the quarter resulting from working capital borrowings made after the end of the quarter for which the determination is being made. Working capital borrowings are borrowings used solely for working capital purposes or to pay distributions made pursuant to a credit facility or other arrangement to the extent such borrowings are required to be reduced to a relatively small amount each year for an economically meaningful period of time.

Pursuant to the Partnership Agreement, the Issuer makes distributions of available cash from operating surplus for any quarter in the following manner:

first, 98% to all unitholders, pro rata, and 2% to the General Partner, until each outstanding unit has received the minimum quarterly distribution for that quarter; and

thereafter, cash in excess of the minimum quarterly distributions is distributed to the unitholders and the General Partner based on the incentive percentages below.

The General Partner is entitled to incentive distributions if the amount the Issuer distributes with respect to any quarter exceeds specified target levels shown below:

	Total Quarterly Distribution Target Amount		Marginal Percentage Interest in Distributions	
			Unitholders	General Partner
Minimum Quarterly Distribution	\$	0.35	98%	2%
First Target Distribution	up to \$	0.4025	98%	2%
Second Target Distribution	above \$	0.4025 up to \$0.4375	85%	15%
Third Target Distribution	above \$	0.4375 up to \$0.5250	75%	25%
Thereafter	above \$	0.5250	50%	50%

If the Issuer's unitholders remove the General Partner other than for cause and units held by the General Partner and its affiliates are not voted in favor of such removal:

any existing arrearages in payment of the minimum quarterly distribution on the common units will be extinguished; and

the General Partner will have the right to convert its general partner interest and, if any, its incentive distribution rights into common units or to receive cash in exchange for those interests.

The preceding discussion is based on the assumption that the General Partner maintains its 2% general partner interest and that the Issuer does not issue additional classes of equity securities.

In addition, the General Partner has from time to time agreed to waive a portion of incentive distributions. The General Partner temporarily waived its incentive distribution rights related to Common Units issued to TWC and the seller of Caiman Eastern Midstream, LLC, in connection with the Issuer's 2012 acquisition of that entity, through 2013. Also, in connection with the Issuer's acquisition of TWC's 83.3 percent undivided interest and operatorship of the olefins production facility located in Geismar, Louisiana, along with a refinery-grade propylene splitter and pipelines in the Gulf region, the General Partner agreed to waive \$16 million per quarter of incentive distribution rights until the later of December 31, 2013 or 30 days after the Geismar plant expansion is operational. In addition, in May 2013, the Issuer announced that the General Partner agreed to waive incentive distribution rights of up to \$200 million over the following four quarters to support the Issuer's cash distribution coverage ratio for 2013.

*Limited Call Right*

Pursuant to the Issuer's Partnership Agreement, if at any time the General Partner and its affiliates hold more than 80% of the then-issued and outstanding partnership securities of any class, the General Partner will have the right, but not the obligation, which it may assign in whole or in part to any of its affiliates or to the Issuer, to acquire all, but not less than all, of the remaining partnership securities of the class held by unaffiliated persons as of a record date to be selected by the General Partner, on at least 10 but not more than 60 days notice. The purchase price in the event of this purchase is the greater of: (i) the highest price paid by either of the General Partner or any of its affiliates for any partnership securities of the class purchased within the 90 days preceding the date on which the General Partner first mails notice of its election to purchase those partnership securities; and (ii) the current market price as of the date three days before the date the notice is mailed.

*Voting Rights*

The Partnership Agreement sets forth the voting rights of the partners of the Issuer (including Holdings, WGP, and the General Partner), including, among others, those for the removal of the General Partner as the Issuer's general partner, the transfer of the general partner interest in the Issuer and the transfer of the incentive distribution rights in the Partnership.

References to, and descriptions of, the Partnership Agreement in this Item 6 are qualified in their entirety by reference to the Partnership Agreement filed as Exhibit 3.3 to the Issuer's annual report on Form 10-K (File No. 001-32599) filed with the Commission on February 27, 2013, which is incorporated in its entirety in this Item 6.

**Item 7. Material to be Filed as Exhibits**

- Exhibit A Amended and Restated Agreement of Limited Partnership of Williams Partners L.P. (attached as Exhibit 3.3 to the Issuer's annual report on Form 10-K (File No. 001-32599) filed with the Commission on February 27, 2013 and incorporated herein in its entirety by reference).
- Exhibit B Amended and Restated Limited Liability Company Agreement of Williams Partners GP LLC (attached as Exhibit 3.2 to the Issuer's current report on Form 8-K (File No. 001-32599) filed with the Commission on August 26, 2005 and incorporated herein in its entirety by reference).
- Exhibit C Joint Filing Statement (filed herewith).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 10, 2013

**The Williams Companies, Inc.**

By: /s/ Donald R. Chappel  
Name: Donald R. Chappel  
Title: Chief Financial Officer

**Williams Gas Pipeline Company, LLC**

By: /s/ Rory L. Miller  
Name: Rory L. Miller  
Title: Senior Vice President Atlantic Gulf

**Williams Partners Holdings LLC**

By: /s/ Rory L. Miller  
Name: Rory L. Miller  
Title: Senior Vice President

**Schedule 1**

**Executive Officers of The Williams Companies, Inc.**

Alan S. Armstrong

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Director, Chief Executive Officer, and President

Citizenship: USA

Amount Beneficially Owned: 20,000 (less than 1%) See footnote 3

Frank E. Billings

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior Vice President Northeast G&P

Citizenship: USA

Amount Beneficially Owned: 0

Allison G. Bridges

c/o The Williams Companies, Inc.

295 Chipeta Way

Salt Lake City, Utah 84108

Principal Occupation: Senior Vice President West

Citizenship: USA

Amount Beneficially Owned: 758 (less than 1%) See footnotes 1 and 2

Donald R. Chappel

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior Vice President & Chief Financial Officer

Explanation of Responses:

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Citizenship: USA

Amount Beneficially Owned: 22,584 (less than 1%) See footnotes 1 and 2

John R. Dearborn, Jr.

c/o The Williams Companies, Inc.

2800 Post Oak Boulevard

Houston, TX 77056

Principal Occupation: Senior Vice President NGL & Petchem Services

Citizenship: USA

Amount Beneficially Owned: 0

Robyn L. Ewing

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior Vice President & Chief Administrative Officer

Citizenship: USA

Amount Beneficially Owned: 0

Rory L. Miller

c/o The Williams Companies, Inc.

2800 Post Oak Blvd.

Houston, Texas 77056

Principal Occupation: Senior Vice President Atlantic Gulf

Citizenship: USA

Amount Beneficially Owned: 0

Fred E. Pace

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior Vice President E&C

Citizenship: USA

Amount Beneficially Owned: 0

Brian L. Perilloux

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior Vice President Operational Excellence

Citizenship: USA

Amount Beneficially Owned: 300 (less than 1%) See footnotes 1 and 2

Explanation of Responses:



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Craig L. Rainey

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior Vice President & General Counsel

Citizenship: USA

Amount Beneficially Owned: 8,067 (less than 1%) See footnotes 1 and 2

James E. Scheel

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior Vice President Corporate Strategic Development

Citizenship: USA

Amount Beneficially Owned: 0

Ted T. Timmermans

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Vice President, Controller & Chief Accounting Officer

Citizenship: USA

Amount Beneficially Owned: 679 (less than 1%) See footnote 4

**Board of Directors of The Williams Companies, Inc.**

Alan S. Armstrong

(see above)

Joseph R. Cleveland

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 2,000 (less than 1%) See footnote 5

Kathleen B. Cooper

c/o Southern Methodist University

213 Carr Collins Hall

3330 University Boulevard

Dallas, Texas 75275-0117

Principal Occupation: Senior Fellow of the Tower Center for Political Studies at Southern Methodist University

Citizenship: USA

Amount Beneficially Owned: 0

John A. Hagg

c/o The Williams Companies, Inc.

One Williams Center

Explanation of Responses:

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Tulsa, Oklahoma 74172-0172

Principal Occupation: Chairman, Strad Energy Services Ltd.

Citizenship: USA

Amount Beneficially Owned: 0

Juanita H. Hinshaw

7701 Forsyth Blvd., Suite 1000

Clayton, Missouri 63105

Principal Occupation: President and Chief Executive Officer of H&H Advisors (a financial consulting firm)

Citizenship: USA

Amount Beneficially Owned: 1,758 (less than 1%) See footnotes 1 and 2

Ralph Izzo

80 Park Plaza

Newark, New Jersey 07102

Principal Occupation: Chairman, President and Chief Executive Officer of Public Services Enterprise Group Inc.

Citizenship: USA

Amount Beneficially Owned: 0

Frank T. MacInnis

274 Riverside Avenue

Westport, Connecticut 06880

Principal Occupation: Chairman of the Board of The Williams Companies, Inc. and Director of EMCOR Group, Inc. (an electrical and mechanical construction company and energy infrastructure service provider)

Citizenship: USA

Amount Beneficially Owned: 8,792 (less than 1%) See footnotes 1 and 2

Steven W. Nance

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: President and Manager, Steele Creek Energy, LLC

Citizenship: USA

Amount Beneficially Owned: 0

Murray D. Smith

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: President, Murray Smith and Associates (a consulting firm that provides strategic advice to the North American energy sector); former Minister of Energy for Alberta, Canada

Citizenship: USA

Amount Beneficially Owned: 0

Janice D. Stoney

Explanation of Responses:

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c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 8,792 (less than 1%) See footnote 6

Laura A. Sugg

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 0 (less than 1%)

**Executive Officers of Williams Partners Holdings LLC**

Alan S. Armstrong

(see above)

Rory L. Miller

(see above)

**Executive Officers of Williams Midstream Natural Gas Liquids, Inc.**

Rory L. Miller

(See above)

**Board of Directors of Williams Midstream Natural Gas Liquids, Inc.**

Alan S. Armstrong

(see above)

Rory L. Miller

(see above)

**Executive Officers of Williams Natural Gas Liquids LLC**

Rory L. Miller

(see above)

**Management Committee of Williams Natural Gas Liquids LLC**

Alan S. Armstrong

(see above)

Rory L. Miller

(see above)

Explanation of Responses:

**Executive Officers of ESPAGAS USA, Inc.**

Donald R. Chappel

(see above)

**Board of Directors of ESPAGAS USA, Inc.**

Donald R. Chappel

(see above)

Dennis M. Elliott

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Director Operational Excellence for The Williams Companies, Inc.

Citizenship: USA

Amount Beneficially Owned: 758 (less than 1%) See footnotes 1 and 2

**Executive Officers of Williams Gas Pipeline Company, LLC**

Allison G. Bridges

(see above)

Rory L. Miller

(see above)

Fred E. Pace

(see above)

Brian L. Perilloux

(see above)

James E. Scheel

(see above)

**Management Committee of Williams Gas Pipeline Company, LLC**

Donald R. Chappel

(see above)

Robyn L. Ewing

(see above)

**Executive Officers of MAPCO LLC**

Rory L. Miller

Explanation of Responses:



(see above)

**Management Committee of MAPCO LLC**

Alan S. Armstrong

(see above)

Rory L. Miller

(see above)

1 Listed Person has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Common Units.

2 Listed Person has right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Common Units.

3 Listed Person is the trustee of the Alan Stuart Armstrong Trust dated June 16, 2010, who has the power to vote or to direct the vote of, the right to receive or the power to direct the receipt of dividends from, the power to dispose or direct the disposition of, and the right to receive the proceeds from the sale of, 10,000 Common Units held by the Trust. The Listed Person's spouse is the trustee of the Shelly Stone Armstrong Trust dated June 16, 2010, who has the power to vote or to direct the vote of, the right to receive or the power to direct the receipt of dividends from, the power to dispose or direct the disposition of, and right to receive the proceeds from the sale of, 10,000 Common Units held by the Trust.

4 Listed Person and his spouse are the trustees of the Theodore T. and Cathy A. Timmermans Family Trust, dated June 17, 2008, therefore, the Listed Person has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of the Common Units, and the Listed Person's spouse also has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of 679 Common Units held by the Trust.

5 Listed Person and his spouse are the trustees of the Joe R. Cleveland Family Trust, dated June 18, 2009, therefore, the Listed Person has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of the Common Units, and the Listed Person's spouse also has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of 2,000 Common Units held by the Trust.

6 Listed Person and her spouse are the trustees of the Larry and Janice Stoney Family Trust, dated March 25, 2008, therefore, the Listed Person has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of the Common Units, and the Listed Person's spouse also has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of 8,792 Common Units held by the Trust.