

WILSON CHRISTOPHER J  
 Form 4  
 February 03, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**WILSON CHRISTOPHER 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)  
 01/30/2009

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)  
 VP, General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A)<br>or<br>(D)  | 70,165  | 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)

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

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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. 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |
| Option to Buy <u>(1)</u>                   | \$ 35.9688   |                                      |  |                                |   | 01/03/2001 01/03/2010                                    | Common Stock                                      |
| Option to Buy <u>(1)</u>                   | \$ 22.8438   |                                      |  |                                |   | 01/01/2002 01/02/2011                                    | Common Stock                                      |
| Option to Buy <u>(1)</u>                   | \$ 16.42   |                                      |  |                                |   | 09/05/2002 09/05/2011                                    | Common Stock                                      |
| Option to Buy <u>(1)</u>                   | \$ 9.645   |                                      |  |                                |   | 12/04/2002 12/04/2011                                    | Common Stock                                      |
| Option to Buy <u>(1)</u>                   | \$ 3.48  |                                      |  |                                |   | 12/05/2003 12/05/2012                                    | Common Stock                                      |
| Option to Buy <u>(1)</u>                   | \$ 5.655   |                                      |  |                                |   | 12/04/2004 12/04/2013                                    | Common Stock                                      |
| Option to Buy <u>(1)</u>                   | \$ 3.7   |                                      |  |                                |   | 12/03/2004 12/03/2014                                    | Common Stock                                      |
| Option to Buy <u>(1)</u>                   | \$ 3.995   |                                      |  |                                |   | 12/01/2005 12/01/2015                                    | Common Stock                                      |
| Option to Buy <u>(1)</u>                   | \$ 4.735   |                                      |  |                                |   | 12/08/2007 12/08/2016                                    | Common Stock                                      |
| Option to Buy <u>(2)</u>                   | \$ 4.91  |                                      |  |                                |   | 12/07/2008 12/07/2017                                    | Common Stock                                      |
| Option to Buy <u>(2)</u>                   | \$ 1.67  |                                      |  |                                |   | 12/05/2009 12/05/2018                                    | Common Stock                                      |
| Option to Buy <u>(2)</u>                   | \$ 1.39  | 01/30/2009                           |  | A                              | 74,495  | 01/30/2010 <sup>(4)</sup> 01/30/2019                     | Common Stock                                      |
| Stock Appreciation Right <u>(3)</u>        | \$ 1.39  | 01/30/2009                           |  | A                              | 126,140   | 01/30/2010 <sup>(4)</sup> 01/30/2019                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| WILSON CHRISTOPHER J<br>221 EAST FOURTH STREET |               |           | VP, General Counsel |       |

CINCINNATI, OH 45202

## Signatures

Christopher J.

Wilson

02/03/2009

\_\_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. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (3) Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) 3-year vesting schedule: 28% one year from the grant date and 3% for each month of the remaining 24 months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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