CINCINNATI BELL INC

Form 4

December 11, 2006

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

Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

See Instruction 30(n) of the Investment Con

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 WILSON CHRISTOPHER J Issuer Symbol CINCINNATI BELL INC [CBB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 221 EAST FOURTH STREET 12/08/2006 below) VP, General Counsel (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 Form filed by More than One Reporting CINCINNATI, OH 45202 (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, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	(Instr. 3 and 4) 10,008.654	I	By Trustee for 401k RSP
Common Stock (1)					16,080	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)

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

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. Transacti Code (Instr. 8)	iorDer Sec Acc Dis	Number rivative curities quired (posed care) str. 3, 4	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous Numb Shares
Option to Buy	\$ 16.75							01/04/2000	01/04/2009	Common Stock	8,00
Option to Buy	\$ 35.9688							01/03/2001	01/03/2010	Common Stock	8,00
Option to Buy	\$ 22.8438							01/01/2002	01/02/2011	Common Stock	7,25
Option to Buy	\$ 16.42							09/05/2002	09/05/2011	Common Stock	1,00
Option to Buy	\$ 9.645							12/04/2002	12/04/2011	Common Stock	7,40
Option to Buy	\$ 3.48							12/05/2003	12/05/2012	Common Stock	20,0
Option to Buy	\$ 5.655							12/04/2004	12/04/2013	Common Stock	51,0
Option to Buy	\$ 3.7							12/03/2004	12/03/2014	Common Stock	75,0
Option to Buy	\$ 3.995							12/01/2005(3)	12/01/2015	Common Stock	77,4
Option to Buy	\$ 4.735	12/08/2006		A	10	0,000		12/08/2007(4)	12/08/2016	Common Stock	100,0

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 12/11/2006

**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) Restricted shares granted pursuant to 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. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
 - Options vest upon grant. Options granted on December 1, 2005 are fully vested upon grant. Shares purchased upon exercise of such
- options are subject to sale restrictions until the reporting person terminates employment with the Company as follows: 28% of shares purchased may be sold on or after December 1, 2006. Thereafter, an additional 3% of shares purchased per month for the remaining 24 months may be sold. Options expire ten years from grant date.
- Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months. Options expire ten years from grant date.
- (5) 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.

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