#### CINCINNATI BELL INC

Form 4

December 11, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

**OMB APPROVAL** 

January 31, 2005

0.5

of

(Instr. 4)

Estimated average burden hours per

response...

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

obligations

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

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

1(b).

Common

Preferred

Stock

Stock

(Print or Type Responses)

1. Name and A PETERSON	erson * 2. Issuer Symbol	Name <b>and</b>	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M		NATI BI Earliest Tra	ELL INC [CBB] ansaction	(Check all applicable)				
221 EAST I	(Mor 221 EAST FOURTH STREET 12/0				Director 10% Owner Selection of the control of th				
	(Street)		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			
CINCINNA	ATI, OH 45202				•	More than One R			
(City)	(State)	Zip) Table	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o		
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Reported

Transaction(s) (Instr. 3 and 4)

7,009.8401

500

(A)

Price

Code V Amount (D)

(Instr. 4)

D

D

### Edgar Filing: CINCINNATI BELL INC - Form 4

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

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)	orDeriv Secu Acqu or Di (D)	rities uired (A isposed r. 3, 4,	<b>A</b> )	Expiration Date		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A	A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option to Buy	\$ 22.375							03/31/2000	03/31/2009	Common Stock	15,000
Option to Buy	\$ 22.25							01/04/2002	01/04/2009	Common Stock	400
Option to Buy	\$ 16.7813							09/17/2001	09/17/2009	Common Stock	25,000
Option to Buy	\$ 35.9688							01/03/2001	01/03/2010	Common Stock	15,000
Option to Buy	\$ 22.8438							01/02/2002	01/02/2011	Common Stock	10,000
Option to Buy	\$ 9.645							12/04/2002	12/04/2011	Common Stock	12,500
Option to Buy	\$ 4.125							03/20/2004	03/20/2013	Common Stock	35,000
Option to Buy	\$ 5.655							12/04/2004	12/04/2013	Common Stock	18,000
Option to Buy	\$ 3.7							12/03/2005	12/03/2014	Common Stock	7,500
Option to Buy	\$ 3.86							05/20/2006	05/20/2015	Common Stock	20,000
Option to Buy	\$ 4.22							10/24/2006	10/24/2015	Common Stock	40,000

(1)

Option to Buy	\$ 3.995	12/01/2005 <u>(2)</u>	12/01/2015	Common Stock	20,000
Ontion					

Option

Common 12/08/2007<sup>(3)</sup> 12/08/2016 to Buy \$ 4.735 12/08/2006 20,000 20,000 Stock

Date

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>r</b>	Director	10% Owner	Officer	Other			
PETERSON MARK W							
221 EAST FOURTH STREET			VP & Treasurer				
CINCINNATI, OH 45202							

## **Signatures**

Christopher J. Wilson by Power of Attorney for Mark W. 12/11/2006 Peterson \*\*Signature of Reporting Person

### **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 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.
- (3) Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months.
- (4) 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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