

CINCINNATI BELL INC

Form 4

April 28, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 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 *
 ZRNO JOHN M

(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)

04/25/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		By Family Limited Partnership (1)
Common Stock (2)	04/25/2008		A	7,462	A	\$ 4.69	7,462 D

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

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 information contained in this form are not
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SEC 1474
 (9-02)

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

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 Amount of Underlying Securities (Instr. 3 and 4)	8. D S (C
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 16.18					05/27/1999 05/27/2009	Common Stock	1,048,800
Option to Buy ⁽³⁾	\$ 25.4063					11/09/1999 11/09/2009	Common Stock	25,000
Option to Buy ⁽³⁾	\$ 29.0938					04/19/2000 04/19/2010	Common Stock	9,000
Option to Buy ⁽⁴⁾	\$ 22.8438					01/02/2001 01/02/2011	Common Stock	3,250
Option to Buy ⁽³⁾	\$ 24.915					04/30/2001 04/30/2011	Common Stock	9,000
Option to Buy ⁽⁴⁾	\$ 9.35					01/02/2002 01/02/2012	Common Stock	5,300
Option to Buy ⁽³⁾	\$ 6.69					04/29/2002 04/29/2012	Common Stock	9,000
Option to Buy ⁽⁴⁾	\$ 3.715					01/02/2003 01/02/2013	Common Stock	5,300
Option to Buy ⁽³⁾	\$ 4.51					04/29/2003 04/29/2013	Common Stock	9,000
Option to Buy ⁽³⁾	\$ 4.245					04/23/2004 04/23/2014	Common Stock	9,000
Option to Buy ⁽³⁾	\$ 3.87					04/29/2005 04/29/2015	Common Stock	9,000
Option to Buy ⁽³⁾	\$ 4.195					04/28/2006 04/28/2016	Common Stock	9,000
Option to Buy ⁽⁴⁾	\$ 4.62					01/03/2007 01/03/2017	Common Stock	48,400
Option to Buy ⁽⁵⁾	\$ 5.31					05/03/2007 05/03/2017	Common Stock	9,000
	<u>(6)</u>					<u>(7)</u> <u>(7)</u>		6,000

Phantom Shares				Common Stock	
Phantom Shares	(6)	(7)	(7)	Common Stock	6,000
Phantom Shares	(6)	(7)	(7)	Common Stock	6,000
Phantom Shares	(6)	(7)	(7)	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZRNO JOHN M 221 EAST FOURTH STREET CINCINNATI, OH 45202			X	

Signatures

Christopher J. Wilson, Attorney-in-fact for John M.
Zrno

04/28/2008

__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) Shares held by Zrno Family Limited Partnership

(2) Restricted share grant under the Cincinnati Bell Inc. 2007 Stock Option Plan for Non-Employee Directors.

(3) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.

(4) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan. Under the terms of 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fees in exchange for options.

(5) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.

(6) One for one conversion.

(7) Phantom shares are payable in cash following retirement or termination of the reporting person's affiliation with the Company.

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.