

ZRNO JOHN M
Form 4
August 02, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

07/29/2011

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)	25,000	I	By Family Limited Partnership (2)
Common Stock	07/29/2011		J(1)	2,270 D (1)	40,385	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. Pr Deriv Secu (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy <u>(4)</u>	\$ 9.35							01/02/2002	01/02/2012	Common Stock	5,300
Option to Buy <u>(3)</u>	\$ 6.69							04/29/2002	04/29/2012	Common Stock	9,000
Option to Buy <u>(4)</u>	\$ 3.715							01/02/2003	01/02/2013	Common Stock	5,300
Option to Buy <u>(3)</u>	\$ 4.51							04/29/2003	04/29/2013	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 4.245							04/23/2004	04/23/2014	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 3.87							04/29/2005	04/29/2015	Common Stock	9,000
Option to Buy <u>(3)</u>	\$ 4.195							04/28/2006	04/28/2016	Common Stock	9,000
Option to Buy <u>(4)</u>	\$ 4.62							01/03/2007	01/03/2017	Common Stock	48,400
Option to Buy <u>(5)</u>	\$ 5.31							05/03/2007	05/03/2017	Common Stock	9,000
Phantom Shares	<u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	6,000
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Phantom Shares	<u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	6,000
Phantom Shares	<u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	6,000
Phantom Shares	<u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	6,000

Phantom Shares	<u>(6)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	6,000
Phantom Shares	<u>(6)</u>	<u>(7)</u>	<u>(7)</u>	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

08/02/2011

____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).

On May 3, 2011, each of the Company's non-employee directors was granted 12,110 restricted shares under the 2007 Stock Option Plan for Non-Employee Directors. It was subsequently determined that the number of full value shares available to be granted under the

(1) above-referenced plan was insufficient to grant that number of shares to each non-employee director. Accordingly, the Company's board of directors determined that each non-employee director would rescind 2,270 of the previously granted shares to stay within plan limits for full value shares.

(2) Shares held by Zrno Family Limited Partnership

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

Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan. Under the terms of
(4) 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.

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