ROSS BRIAN A Form 4

February 02, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Stock

Stock

Stock

Common

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

ROSS BRIA	Symbol		ELL INC [CBB]	Issuer (Check all applicable)				
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction			сек ан аррпсаот	c)	
221 EAST F	`	(Month/Day/Year) 01/29/2010			Director 10% OwnerX_ Officer (give title Other (specify below) Chief Operating Officer			
	(Street)	4. If Ame	ndment, Dat	te Original	6. Individual or Joint/Group Filing(Check			
CINICININIA	EI 45202	Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CINCINNA	11 45202				Person			
(City)	(State)	Zip) Table	e I - Non-D	erivative Securities Ac	equired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					727.692	I	By 401k Plan	
Common					2,000	I	By IRA	

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

By

Children

Ι

D

1,758

281,702

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SEC 1474 (9-02)

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

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired or Dispos (D) (Instr. 3, and 5)	ve s l (A) sed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Option to Buy (1)	\$ 22.8438						01/03/2002	01/03/2011	Common Stock	2
Option to Buy $\frac{(1)}{}$	\$ 16.425						09/05/2002	09/05/2011	Common Stock	;
Option to Buy $\frac{(1)}{}$	\$ 9.645						12/04/2002	12/04/2011	Common Stock	2
Option to Buy (1)	\$ 3.48						12/05/2003	12/05/2012	Common Stock	6
Option to Buy $\frac{(1)}{}$	\$ 5.655						12/04/2004	12/04/2013	Common Stock	6
Option to Buy (1)	\$ 5.57						01/29/2005	01/29/2014	Common Stock	30
Option to Buy (1)	\$ 3.7						12/03/2005	12/03/2014	Common Stock	1:
Option to Buy (1)	\$ 3.995						12/01/2005	12/01/2015	Common Stock	1:
Option to Buy (1)	\$ 4.735						12/08/2007	12/08/2016	Common Stock	20
Option to Buy (2)	\$ 4.91						12/07/2008	12/07/2017	Common Stock	2:
Option to Buy (2)	\$ 1.67						12/05/2009	12/05/2018	Common Stock	30
Option to Buy (2)	\$ 1.39						01/30/2010	01/30/2019	Common Stock	6
Stock Appreciation Right (3)	\$ 1.39						01/30/2010	01/30/2019	Common Stock	10

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Option to Buy $\frac{(2)}{2}$ \$ 2.91 $\frac{01}{29}/2010$ A 69,846 $\frac{01}{29}/2011\frac{(4)}{2010}$ 01/29/2020 $\frac{\text{Common Stock}}{\text{Stock}}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROSS BRIAN A 221 EAST FOURTH STREET CINCINNATI 45202

Chief Operating Officer

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian A. Ross 02/02/2010

**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% vest one year from grant date; 3% vest each month thereafter for 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. 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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