MAIER CRAIG F Form 4

August 02, 2011

FORM 4

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

Check this box subject to

if no longer Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * MAIER CRAIG F

(First) (Middle)

221 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

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)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 7. Nature of

Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect Beneficial (Instr. 3) Code Disposed of (D) Beneficially Form: Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) (Instr. 4) Following or Indirect Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price

By Deferred Common 7,180.47 Ι Compensation Stock Plan (2)

Common 07/29/2011 **J**(1) 2.270 D (1) 32,923 D Stock

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

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

8. Price of Derivative Security (Instr. 5)

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	6,000	
Phantom Shares	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	6,000	
Phantom Shares	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	6,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
MAIER CRAIG F 221 EAST FOURTH STREET CINCINNATI, OH 45202	X					

Signatures

Christopher J. Wilson, Attorney-in-fact for Craig F.

Maier

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.
- Under the terms of the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 plan, reporting

 (2) person elected to defer a percentage of his annual retainer and/or meeting fees. These shares were acquired pursuant to the terms of the Deferred Compensation Plan for Outside Directors.

Reporting Owners 2

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- (3) One for one conversion.
- (4) 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.