

WILSON CHRISTOPHER J

Form 4

February 23, 2012

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 *
WILSON CHRISTOPHER J

(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)

02/21/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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					100,000	I	By Trustee of Executive Deferred Compensation Plan
Common Stock	02/21/2012		M	6,100 A	\$ 1.39 323,440	D	
Common Stock	02/21/2012		S	6,100 D	\$ 3.79 317,340	D	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option to Buy ⁽¹⁾	\$ 3.48					12/05/2003 12/05/2012	Common Stock 20,0
Option to Buy ⁽¹⁾	\$ 5.655					12/04/2004 12/04/2013	Common Stock 51,0
Option to Buy ⁽¹⁾	\$ 3.7					12/03/2004 12/03/2014	Common Stock 75,0
Option to Buy ⁽¹⁾	\$ 3.995					12/01/2005 12/01/2015	Common Stock 77,4
Option to Buy ⁽¹⁾	\$ 4.735					12/08/2007 12/08/2016	Common Stock 100,0
Option to Buy ⁽²⁾	\$ 4.91					12/07/2008 12/07/2017	Common Stock 100,0
Option to Buy ⁽²⁾	\$ 2.91					01/29/2011 01/29/2020	Common Stock 206,0
Stock Appreciation Right ⁽³⁾	\$ 2.54					12/07/2011 12/07/2020	Common Stock 176,0
Option to Buy ⁽²⁾	\$ 1.39	02/21/2012		M	6,100	01/30/2010 01/30/2019	Common Stock 6,10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON CHRISTOPHER J 221 EAST FOURTH STREET			VP, General Counsel	

CINCINNATI, OH 45202

Signatures

Christopher J.

Wilson

02/23/2012

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) Cash-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.

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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