

CINCINNATI BELL INC  
 Form 4  
 December 08, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**KEATING BRIAN G**

(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)  
**12/05/2008**

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)  
 Vice President

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	6,739.74	I	By Trustee of 401k RSP
Common Stock				(A) or (D)	49,633	D	

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

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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
<u>Option to Buy (1)</u>	\$ 12.981					01/02/1998	01/02/2007	Common Stock	2,400
<u>Option to Buy (1)</u>	\$ 13.155					01/02/1999	01/02/2008	Common Stock	3,000
<u>Option to Buy (1)</u>	\$ 16.75					01/03/2000	01/03/2009	Common Stock	7,650
<u>Option to Buy (1)</u>	\$ 16.75					01/04/2002	01/04/2009	Common Stock	500
<u>Option to Buy (1)</u>	\$ 35.9688					01/03/2001	01/03/2010	Common Stock	8,000
<u>Option to Buy (1)</u>	\$ 24.7813					06/26/2001	06/26/2010	Common Stock	6,200
<u>Option to Buy (1)</u>	\$ 22.8438					01/01/2002	01/01/2011	Common Stock	8,000
<u>Option to Buy (1)</u>	\$ 16.425					09/05/2002	09/05/2011	Common Stock	1,000
<u>Option to Buy (1)</u>	\$ 9.645					12/04/2002	12/04/2011	Common Stock	8,500
<u>Option to Buy (1)</u>	\$ 5.655					12/04/2004	12/04/2013	Common Stock	51,000
<u>Option to Buy (1)</u>	\$ 3.995					12/01/2005	12/01/2015	Common Stock	50,000

