

Freyberger Kurt
Form 4
March 03, 2011

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 *
Freyberger Kurt

2. Issuer Name and Ticker or Trading Symbol
CINCINNATI BELL INC [CBB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Division CFO

221 E. FOURTH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

CINCINNATI, OH 45202

(City) (State) (Zip)

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)
			Code	V Amount (A) or (D) Price			
Common Stock					1,830.802	I	By Trustee of 401K
Common Stock					54,603	D	
Common Stock ⁽¹⁾	03/01/2011		M	200 A \$ 1.67	54,803	D	
Common Stock	03/01/2011		S	200 D \$ 2.67	54,603	D	
Common Stock ⁽¹⁾	03/01/2011		M	4,000 A \$ 1.39	58,603	D	

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Common Stock	03/01/2011	S	4,000	D	\$ 2.64	54,603	D
Common Stock ⁽¹⁾	03/01/2011	M	<u>3,500</u> ⁽²⁾	A	\$ 1.39	58,103	D
Common Stock	03/01/2011	F	<u>2,463</u> ⁽³⁾	D	\$ 2.54	55,640	D

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)

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 or Number of Shares
Option to Buy	\$ 4.21					03/31/2006 03/31/2015	Common Stock 15,000
Option to Buy	\$ 3.995					12/01/2005 12/01/2015	Common Stock 20,000
Option to Buy	\$ 4.735					12/08/2007 12/08/2016	Common Stock 25,000
Option to Buy	\$ 4.91					12/07/2008 12/07/2017	Common Stock 25,000
Option to Buy	\$ 1.67					12/05/2009 12/05/2018	Common Stock 56,750
Option to Buy	\$ 1.39					01/30/2010 01/30/2019	Common Stock 9,550
Stock Appreciation Right	\$ 1.39					01/30/2010 01/30/2019	Common Stock 16,170
Option to Buy	\$ 2.91					01/29/2011 01/29/2020	Common Stock 33,170
	\$ 2.54					12/07/2011 12/07/2020	68,220

Stock Appreciation Right								Common Stock	
Option to Buy ⁽¹⁾	\$ 1.67	03/01/2011	M	200	12/05/2009	12/05/2018		Common Stock	200
Option to Buy ⁽¹⁾	\$ 1.39	03/01/2011	M	4,000	01/30/2010	01/30/2019		Common Stock	4,000
Stock Appreciation Right ⁽¹⁾	\$ 1.39	03/01/2011	M	3,500	01/30/2010	01/30/2019		Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freyberger Kurt 221 E. FOURTH STREET CINCINNATI, OH 45202			Division CFO	

Signatures

Christopher J. Wilson, Attorney-in-Fact for Kurt A. Freyberger
 **Signature of Reporting Person
 03/03/2011
 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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 7, 2010.
- (2) Common Shares issued upon exercise of stock-settled Stock Appreciation Right (SAR).
- (3) Surrender of Common Shares to pay exercise price and tax liability upon exercise of stock-settled Stock Appreciation Right (SAR).

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.