

Freyberger Kurt
Form 4
February 04, 2013

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

(Last) (First) (Middle)

221 E. 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)
01/31/2013

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 below) ___ Other (specify below)

Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 1,830.802 | I | By Trustee of 401K |
| Common Stock ⁽¹⁾ | 01/31/2013 | | A | | \$ 68,475 | A | \$ 4.75 140,952 |
| Common Stock ⁽²⁾ | 01/31/2013 | | F | | \$ 24,910 | D | \$ 4.75 116,042 |

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

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number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Option to Buy ⁽³⁾ | \$ 4.21 | | | | | 03/31/2006 03/31/2015 | Common Stock | 15,0 |
| Option to Buy ⁽³⁾ | \$ 3.995 | | | | | 12/01/2005 12/01/2015 | Common Stock | 20,0 |
| Option to Buy ⁽³⁾ | \$ 4.735 | | | | | 12/08/2007 12/08/2016 | Common Stock | 25,0 |
| Option to Buy ⁽⁴⁾ | \$ 4.91 | | | | | 12/07/2008 12/07/2017 | Common Stock | 25,0 |
| Option to Buy ⁽⁴⁾ | \$ 1.67 | | | | | 12/05/2009 12/05/2018 | Common Stock | 56,7 |
| Option to Buy ⁽⁴⁾ | \$ 1.39 | | | | | 01/30/2010 01/30/2019 | Common Stock | 9,5 |
| Stock Appreciation Right ⁽⁵⁾ | \$ 1.39 | | | | | 01/30/2010 01/30/2019 | Common Stock | 16,1 |
| Option to Buy ⁽⁴⁾ | \$ 2.91 | | | | | 01/29/2011 01/29/2020 | Common Stock | 33,1 |
| Stock Appreciation Right ⁽⁶⁾ | \$ 2.54 | | | | | 12/07/2011 12/07/2020 | Common Stock | 68,2 |
| Stock Appreciation Right ⁽⁶⁾ | \$ 3.4 | 01/31/2013 | | A | 81,169 | 01/31/2013 01/27/2022 | Common Stock | 81,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Chief Financial Officer | |

Freyberger Kurt
221 E. FOURTH STREET
CINCINNATI, OH 45202

Signatures

Christopher J. Wilson, Attorney-in-Fact for Kurt A.
Freyberger

02/04/2013

__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) Common shares issued upon vesting of performance units granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (2) Common shares surrendered to cover tax liability upon vesting of performance units granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (3) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (5) Stock-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (6) Cash-settled Stock Appreciation Right (SAR) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (7) On January 27, 2012, the reporting person was granted a cash-settled Stock Appreciation Right (SAR) as to 162,338 common shares. The SAR vests in three installments based on the Company's satisfaction of certain performance criteria for the fiscal years ending December 31, 2012, 2013 and 2014. The performance criteria for 2012 were met, resulting in vesting of the SAR as to 81,169 shares.

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.