

Freyberger Kurt  
Form 4  
March 03, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(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)  
03/01/2011

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)  
Division CFO

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)
Common Stock					1,830.802	I	By Trustee of 401K
Common Stock					54,603	D	
Common Stock <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	03/01/2011	M	<u>3,500</u> <sup>(2)</sup>	A	\$ 1.39	58,103	D
Common Stock	03/01/2011	F	<u>2,463</u> <sup>(3)</sup>	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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SEC 1474  
(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 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 <sup>(1)</sup>	\$ 1.67	03/01/2011	M	200	12/05/2009	12/05/2018		Common Stock	200
Option to Buy <sup>(1)</sup>	\$ 1.39	03/01/2011	M	4,000	01/30/2010	01/30/2019		Common Stock	4,000
Stock Appreciation Right <sup>(1)</sup>	\$ 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.