

CINCINNATI BELL INC
 Form 4/A
 May 26, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Torbeck Theodore H.

(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)
 01/28/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/01/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					5,960	I	By daughter
Common Stock ⁽¹⁾	01/28/2016		A		\$ 27,210	A	\$ 3.09
Common Stock ⁽²⁾	01/28/2016		F		\$ 8,966	D	\$ 3.09
Common Stock ⁽³⁾	01/28/2016		A		\$ 161,408	A	\$ 3.09

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option to Buy <u>(4)</u>	\$ 4.75	01/28/2016		A	29,848	01/31/2014 01/30/2023	Common Stock	29,848

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torbeck Theodore H. 221 EAST FOURTH STREET CINCINNATI, OH 45202			President & CEO	

Signatures

Christopher J. Wilson, Attorney-in-fact for Theodore H. Torbeck

05/26/2016

__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 stock 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) Surrender of common stock to cover tax liabilities upon vesting of performance units.
- (3) Restricted Stock Units (RSUs) granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan which is a Rule 16b-3 Plan. The RSUs vest on the third anniversary of the grant date. Each RSU constitutes the right to receive one share of Cincinnati Bell common stock upon vesting.
- (4) Option shares granted under the Cincinnati Bell Inc. 2007 Long Term Incentive Plan, which is a Rule 16b-3 plan.
- (5) On January 30, 2013, the reporting person was granted 119,389 options. The options vest in three installments based on the Company's satisfaction of certain performance criteria for the fiscal years ending December 31, 2013, 2014 and 2015. The performance criteria for

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2015 was met, resulting in the vesting of the final 29,848 options.

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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