

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><b>CHING MEREDITH J</b><br><br>(Last) (First) (Middle)<br><b>221 EAST FOURTH STREET</b><br><br>(Street)<br><b>CINCINNATI OH 45202</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>CINCINNATI BELL INC [ CBB ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/02/2018</b>             |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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) |   |  |   |
| Common Stock                    | 07/02/2018                           |  | A                              |   | 19,851 <sup>(1)(2)</sup>  | A          | (1)(2)  | 19,851   | D   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | (A)  | (D) |   |  |  |   |  |

**Explanation of Responses:**

- Represents the maximum number of common shares of the Issuer issuable to the Reporting Person as merger consideration pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 9, 2017, among the Issuer, Twin Acquisition Corp. and Hawaiian Telcom Holdco, Inc. ("Hawaiian Telcom") based on the assumption that the Reporting Person elected to receive common shares of the Issuer as the sole form of merger consideration with respect to all of the outstanding shares of Hawaiian Telcom common stock and Hawaiian Telcom restricted stock units held by the Reporting Person immediately prior to the effective time of the merger. Such election is subject to proration as set forth in the Merger Agreement and the proration calculation has not been completed as of the date of this report. Thus, it is not possible to determine the exact number of common shares of the Issuer issuable to the Reporting Person pursuant to the Merger Agreement.
- (Continued from Footnote 1) Once the proration calculation is completed in accordance with the Merger Agreement, the Reporting Person will file an amendment to this report disclosing the exact number of common shares of the Issuer received by such Reporting Person as merger consideration. The closing price of the Issuer's common shares on July 2, 2018 was \$15.65.

**Remarks:**

/s/ Christopher J. Wilson by  
Power of Attorney for 07/03/2018  
Meredith J. Ching

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.