

BROADWING CORP

Form 4

January 08, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUBER DAVID R

(Last) (First) (Middle)

**1122 CAPITAL OF TEXAS
HIGHWAY SOUTH**

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BROADWING CORP [BWNG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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	01/03/2007		D		5,053,937	D	<u>11</u> 0	D
Common Stock	01/03/2007		D		2,491,673	D	<u>11</u> 0	I By HRLD Limited Partnership
Common Stock	01/03/2007		D		295,210	D	<u>11</u> 0	I By Dr. David R. Huber Grantor Retained Annuity Trust

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Common Stock	01/03/2007	D	142,000	D	<u>1</u>	0	I	By Columbia Trust
Common Stock	01/03/2007	D	41,276	D	<u>1</u>	0	I	By The Grande Foundation
Common Stock	01/03/2007	D	296	D	<u>1</u>	0	I	By HRLD Corporation

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option	\$ 13.8	01/03/2007		J ⁽²⁾	170,000	01/31/2006 05/25/2014	Common Stock 170,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUBER DAVID R
1122 CAPITAL OF TEXAS HIGHWAY SOUTH X
AUSTIN, TX 78746

Signatures

/s/ David R.
Huber 01/05/2007

**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) Pursuant to the Agreement and Plan of Merger, dated as of October 16, 2006, as amended by an Amendment, dated as of November 21, 2006 by and among the issuer and Level 3 Communications, Inc. and affiliates, each share of the issuer's common stock was exchanged for \$8.18 in cash and 1.3411 shares of common stock of Level 3. Each share of Level 3 common stock had a market value of \$5.65 on the effective date of the merger.

(2) Pursuant to the Agreement and Plan of Merger, dated as of October 16, 2006, as amended by an Amendment, dated as of November 21, 2006 by and among the issuer and Level 3 Communications, Inc. and affiliates, the option, vested or unvested, was cancelled in exchange for the aggregate difference between the exercise price and the deemed value of the per share merger consideration of \$16.0175 paid out approximately 51% in cash and 49% in shares of Level 3 common stock. Each share of Level 3 common stock had a market value of \$5.65 on the effective date of the merger.

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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