

CINCINNATI BELL INC
 Form 4
 July 28, 2005

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 *
PETERSON MARK W

(Last) (First) (Middle)
 201 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)
04/07/2005

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)
 VP & Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | | | | | 18,401.8401 | D | |
| Preferred Stock | | | | | 500 | D | |
| Common Stock | 04/07/2005 | | A | V 67.431 A \$ 4.45 | 6,887.0525 ⁽²⁾ | I | By Trustee for 401k RSP |
| Common Stock | 04/21/2005 | | A | V 70.922 A \$ 4.23 | 6,957.974 ⁽²⁾ | I | By Trustee for 401k |

| 1. Title of 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) |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock | | 05/05/2005 | | A V | 75.188 A \$ 3.99 | 7,033.162 ⁽²⁾ I | RSP By Trustee for 401k RSP |
| Common Stock | | 05/19/2005 | | A V | 77.121 A \$ 3.89 | 7,110.283 ⁽²⁾ I | By Trustee for 401k RSP |
| Common Stock | | 06/02/2005 | | A V | 73.892 A \$ 4.06 | 7,184.175 ⁽²⁾ I | By Trustee for 401k RSP |
| Common Stock | | 06/16/2005 | | A V | 69.477 A \$ 4.32 | 7,253.652 ⁽²⁾ I | By Trustee for 401k RSP |
| Common Stock | | 06/30/2005 | | A V | 68.997 A \$ 4.35 | 7,322.649 ⁽³⁾ I | By Trustee for 401k RSP |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Option to Buy ⁽⁴⁾ | \$ 22.375 | | | | | 03/31/2000 ⁽⁵⁾ 03/31/2009 | Common Stock 15,000 |
| Option to Buy ⁽⁴⁾ | \$ 22.25 | | | | | 01/04/2002 01/04/2009 | Common Stock 400 |

| | | | | | | | | | |
|-----------------------------|------------|------------|--|---|--------|---------------------------|------------|--------------|--------|
| Option to Buy <u>(4)</u> | \$ 16.7813 | | | | | 09/17/2001 ⁽⁶⁾ | 09/17/2009 | Common Stock | 25,000 |
| Option to Buy <u>(4)</u> | \$ 35.9688 | | | | | 01/03/2001 ⁽⁵⁾ | 01/03/2010 | Common Stock | 15,000 |
| Option to Buy <u>(4)</u> | \$ 22.8438 | | | | | 01/02/2002 ⁽⁷⁾ | 01/02/2011 | Common Stock | 10,000 |
| Option to Buy <u>(4)</u> | \$ 9.645 | | | | | 12/04/2002 ⁽⁷⁾ | 12/04/2011 | Common Stock | 12,500 |
| Option to Buy <u>(4)</u> | \$ 3.48 | | | | | 12/05/2003 ⁽⁷⁾ | 12/05/2012 | Common Stock | 15,000 |
| Option to Buy <u>(4)</u> | \$ 4.125 | | | | | 03/20/2004 ⁽⁷⁾ | 03/20/2013 | Common Stock | 35,000 |
| Option to Buy <u>(4)</u> | \$ 5.655 | | | | | 12/04/2004 ⁽⁷⁾ | 12/04/2013 | Common Stock | 18,000 |
| Option to Buy <u>(4)</u> | \$ 3.7 | | | | | 12/03/2005 ⁽⁷⁾ | 12/03/2014 | Common Stock | 7,500 |
| Option to Buy <u>(4)</u> | \$ 3.86 | 05/20/2005 | | A | 40,000 | 05/20/2006 ⁽⁷⁾ | 05/20/2015 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON MARK W 201 EAST FOURTH STREET CINCINNATI, OH 45202 | | | VP & Treasurer | |

Signatures

Amy Collins by Power of Attorney for Mark W. Peterson 07/28/2005

**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).

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- (1) Restricted stock granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Total shares held in reporting person's 401k account as of the date of this report are reflected in the total amount below.
- (3) Shares represent total shares held in 401k as of date of this report.
- (4) Option shares granted under the 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (5) 3-Year vesting schedule: 25% one year from grant date; 25% two years from grant date; 50% three years from grant date.
5-year vesting schedule: 25% third year from grant date; 25% four years from grant date; 50% five years from grant date. Options are
- (6) subject to accelerated vesting if certain financial targets are met: 15% one year from grant date; 15% two years from grant date; 20% three years from grant date; 25% four years from grant date; 25% five years from grant date.
- (7) Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months.
- (8) Reporting person will pay option price at time of exercise.

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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