

CINCINNATI BELL INC
 Form 4
 May 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
 COX PHILLIP R

(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)
 04/29/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 3,060.925 ⁽¹⁾ | 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)

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| 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 ⁽²⁾ | \$ 5.228 | | | | | | | 04/17/1995 | 04/17/2005 | Common Stock | 4,000 |
| Option to Buy ⁽²⁾ | \$ 10.347 | | | | | | | 04/22/1996 | 04/22/2006 | Common Stock | 4,000 |
| Option to Buy ⁽²⁾ | \$ 11.65 | | | | | | | 04/28/1997 | 04/28/2007 | Common Stock | 4,000 |
| Option to Buy ⁽³⁾ | \$ 16.125 | | | | | | | 04/27/1998 | 04/27/2008 | Common Stock | 4,000 |
| Option to Buy ⁽³⁾ | \$ 22.4375 | | | | | | | 04/26/1999 | 04/26/2009 | Common Stock | 9,000 |
| Option to Buy ⁽³⁾ | \$ 29.0938 | | | | | | | 04/19/2000 | 04/19/2010 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 22.8438 | | | | | | | 01/02/2001 | 01/02/2011 | Common Stock | 1,625 |
| Option to Buy ⁽³⁾ | \$ 24.915 | | | | | | | 04/30/2001 | 04/30/2011 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 9.35 | | | | | | | 01/02/2002 | 01/02/2012 | Common Stock | 2,650 |
| Option to Buy ⁽³⁾ | \$ 6.69 | | | | | | | 04/29/2002 | 04/29/2012 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 3.715 | | | | | | | 01/02/2003 | 01/02/2013 | Common Stock | 2,650 |
| Option to Buy ⁽³⁾ | \$ 4.51 | | | | | | | 04/29/2003 | 04/29/2013 | Common Stock | 9,000 |
| Option to Buy ⁽³⁾ | \$ 4.245 | | | | | | | 04/23/2004 | 04/23/2014 | Common Stock | 9,000 |
| Option to Buy ⁽³⁾ | \$ 3.87 | 04/29/2005 | | A | | 9,000 | | 04/29/2005 | 04/29/2015 | Common Stock | 9,000 |
| Phantom Shares ⁽⁶⁾ | ⁽⁷⁾ | | | | | | | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COX PHILLIP R 201 EAST FOURTH STREET CINCINNATI, OH 45202 | | | X | |

Signatures

Amy Collins, Attorney-in-fact for Phillip
R. Cox 05/03/2005

____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).
- (1) Includes 50.928 shares held by Trustee of DRP.
- (2) Option shares granted under the Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (3) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (4) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan. Under the terms of 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fees in exchange for options.
- (5) Reporting person will pay option price at time of exercise.
- (6) Phantom shares held through the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (7) Phantom shares convert 1-1 for common stock.
- (8) Phantom shares are payable in cash following retirement or termination of the reporting person's affiliation with the Company.

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.