SHARROCK DAVID B

Form 4 January 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue. See Instruction

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

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * SHARROCK DAVID B

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

CINCINNATI BELL INC [CBB]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

X_ Director

(Check all applicable)

201 EAST FOURTH STREET

(Month/Day/Year) 01/03/2005

Officer (give title below)

10% Owner Other (specify

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ 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

CINCINNATI, OH 45202

2. Transaction Date 2A. Deemed

(Zip)

(Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Common

Stock

Code V Amount (D) Price

> 6,802 D

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

(Month/Day/Year)

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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. Transactic Code (Instr. 8)	5. Numb on Deriv Securitie Acquired (A) or Disposed (D) (Instr. 3, and 5)	ative es d	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
Phantom Shares (1)	<u>(2)</u>	01/03/2005		A	6,000		<u>(3)</u>	<u>(3)</u>	Common Stock	6,000
Option to Buy $\frac{(5)}{}$	\$ 5.228						04/17/1995	04/17/2005	Common Stock	4,000
Option to Buy (5)	\$ 10.347						04/22/1996	04/22/2006	Common Stock	4,000
Option to Buy (5)	\$ 11.65						04/28/1997	04/28/2007	Common Stock	4,000
Option to Buy (5)	\$ 16.125						04/27/1998	04/27/2008	Common Stock	4,000
Option to Buy (5)	\$ 22.4375						04/26/1999	04/26/2009	Common Stock	9,000
Option to Buy (5)	\$ 29.0938						04/19/2000	04/19/2010	Common Stock	9,000
Option to Buy (6)	\$ 22.8438						01/02/2001	01/02/2011	Common Stock	3,250
Option to Buy (5)	\$ 24.915						04/30/2001	04/30/2011	Common Stock	9,000
Option to Buy (5)	\$ 6.69						04/29/2002	04/29/2012	Common Stock	9,000
Option to Buy (5)	\$ 4.51						04/29/2003	04/29/2013	Common Stock	9,000
Option to Buy (5)	\$ 4.245						04/23/2004	04/23/2014	Common Stock	9,000

Reporting Owners

Owner Of	ficer Other
	Owner Of

Reporting Owners 2

CINCINNATI, OH 45202

Signatures

Amy Collins, Attorney-in-fact for David B. Sharrock

01/04/2005

**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) Phantom shares held through the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (2) Phantom shares convert 1 for 1 in common shares.
- (3) Phantom shares are payable in common stock following retirement or termination of the reporting person's affiliation with the Company.
- (4) Phantom shares are valued at the fair market price of the Issuer's common stock price on grant date.
- (5) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan. Under the terms of
- (6) 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.

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.

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