#### CINCINNATI BELL INC

Form 4 July 05, 2006

#### FORM 4

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

OMB Number: 3235-0287

burden hours per

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

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

response... 0.5

1(b).

(Print or Type Responses)

BYRNES BRUCE L			2. Issuer Name and Ticker or Trading Symbol CINCINNATI BELL INC [CBB]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 201 EAST	(First) FOURTH STRE	(M	Date of Earliest (onth/Day/Year) /03/2006			_	_X_ Director Officer (give to below)	109	% Owner her (specify	
CINCINN	(Street) ATI 45202		If Amendment, ed(Month/Day/Ye	C		- -	5. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting P	erson	
(City)	(State)	(Zip)	Table I - Non	a-Derivative S	ecuriti	ies Acqui	ired, Disposed of,	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Yo	Code	4. Securities owr Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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)	
Common Stock	07/03/2006		A	2,755.151	A	\$ 4.174	46,072.079	I	By Deferred Compensation Plan (1)	

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

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 control number.

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. onNumber 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)		8 1 2 2
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy (2)	\$ 5.53					08/01/2003	08/01/2013	Common Stock	25,000	
Option to Buy (2)	\$ 4.245					04/23/2004	04/23/2014	Common Stock	9,000	
Option to Buy (2)	\$ 3.87					04/29/2005	04/29/2015	Common Stock	9,000	
Phantom Shares (3)	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	6,000	
Phantom Shares (3)	<u>(4)</u>					(5)	(5)	Common Stock	6,000	
Option to Buy (2)	\$ 4.195					04/28/2006	04/28/2016	Common Stock	9,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
BYRNES BRUCE L 201 EAST FOURTH STREET CINCINNATI 45202	X					

### **Signatures**

Christopher J. Wilson by Power of Attorney for Bruce L.
Byrnes
07/05/2006

\*\*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).
- Under the terms of the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan, reporting

  (1) person elected to defer a percentage of his annual retainer and/or meeting fees. These shares were acquired pursuant to the terms of the Deferred Compensation Plan for Outside Directors.

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- (2) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (3) Phantom shares granted under the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (4) One for one conversion.
- (5) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/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.