CINCINNATI BELL INC

Form 4 April 05, 2005

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Addi PETERSON M | • | ing Person * | 2. Issuer Name and Ticker or Trading Symbol CINCINNATI BELL INC [CBB] | 5. Relationship of Reporting Person(s) to Issuer | | |
|--------------------------------|----------|--------------|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| 201 EAST FOURTH STREET | | | (Month/Day/Year) 02/10/2005 | Director 10% OwnerX_ Officer (give title Other (specify below) VP & Treasurer | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| CINCINNATI, OH 45202 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zin) | | | | |

| (City) | (State) | (Zip) Tab | le I - No | on-E | Derivative Se | curiti | es Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|---|---|---------------------------------|------|---|--|------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (Instr. | | 4. Securitie on(A) or Disp (Instr. 3, 4 a | osed on the ose of the | of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common | | | Code | V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Stock (1) | | | | | | | | 18,401.8401 | D | |
| Preferred Stock | | | | | | | | 500 | D | |
| Common Stock | 02/10/2005 | | A | V | 575.012 | A | \$ 4.35 | 6,611.588 <u>(2)</u> | I | By Trustee for 401k RSP |
| Common Stock | 02/24/2005 | | A | V | 66.667 | A | \$ 4.5 | 6,678.255 <u>(2)</u> | I | By Trustee for 401k |

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| | | | | | | | | | RSP |
|-----------------|---|---------|------|---------------|--------|------------|----------------------|---|----------------------------------|
| Common Stock | 03/10/2005 | A | V | 69.767 | A | \$ 4.3 | 6,748.022 <u>(2)</u> | I | By Trustee for 401k RSP |
| Common Stock | 03/24/2005 | A | V | 71.599 | A | \$ 4.19 | 6,819.621 (3) | I | By Trustee for 401k RSP |
| Damindar: Da | port on a saparata line for each class of secur | itias h | anaf | ficially owns | d dire | etly or in | directly | | |

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)

| 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) | |
|---|---|---|---|--|---|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy | \$ 22.375 | | | | | 03/31/2000(5) | 03/31/2009 | Common Stock | 15,000 |
| Option to Buy | \$ 22.25 | | | | | 01/04/2002 | 01/04/2009 | Common Stock | 400 |
| Option to Buy | \$ 16.7813 | | | | | 09/17/2001(6) | 09/17/2009 | Common Stock | 25,000 |
| Option to Buy | \$ 35.9688 | | | | | 01/03/2001(5) | 01/03/2010 | Common Stock | 15,000 |
| Option to Buy | \$ 22.8438 | | | | | 01/02/2002(7) | 01/02/2011 | Common Stock | 10,000 |

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| Option to Buy | \$ 9.645 | 12/04/2002(7) | 12/04/2011 | Common Stock | 12,500 |
|---------------|----------|---------------|------------|-----------------|--------|
| Option to Buy | \$ 3.48 | 12/05/2003(7) | 12/05/2012 | Common Stock | 15,000 |
| Option to Buy | \$ 4.125 | 03/20/2004(7) | 03/20/2013 | Common Stock | 35,000 |
| Option to Buy | \$ 5.655 | 12/04/2004(7) | 12/04/2013 | Common Stock | 18,000 |
| Option to Buy | \$ 3.7 | 12/03/2005(7) | 12/03/2014 | Common Stock | 7,500 |

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

04/05/2005

**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) 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 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.

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