CINCINNATI BELL INC

Form 4

October 26, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PETERSON MARK W Issuer Symbol CINCINNATI BELL INC [CBB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 201 EAST FOURTH STREET 10/24/2005 below) VP & Treasurer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

CINCINNA	ΓI, OH 45202	Form filed by More than One Reporting Person					
(City)	(State) (Z	Zip) Table	I - Non-De	erivative Securities Ac	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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 (1)					18,401.8401	D	
Preferred Stock					500	D	
Common Stock					7,322.649 (2)	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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displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	ior	5. Numb Derivative Securities Acquired or Dispo (D) (Instr. 3, and 5)	ve es d (A) osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option to Buy	\$ 22.375							03/31/2000(4)	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(5)	09/17/2009	Common Stock	25,000
Option to Buy	\$ 35.9688							01/03/2001(4)	01/03/2010	Common Stock	15,000
Option to Buy	\$ 22.8438							01/02/2002(6)	01/02/2011	Common Stock	10,000
Option to Buy	\$ 9.645							12/04/2002(6)	12/04/2011	Common Stock	12,500
Option to Buy	\$ 3.48							12/05/2003 <u>(6)</u>	12/05/2012	Common Stock	15,000
Option to Buy	\$ 4.125							03/20/2004(6)	03/20/2013	Common Stock	35,000
Option to Buy	\$ 5.655							12/04/2004(6)	12/04/2013	Common Stock	18,000
Option to Buy	\$ 3.7							12/03/2005 <u>(6)</u>	12/03/2014	Common Stock	7,500

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Option to Buy	\$ 3.86				05/20/2006(6)	05/20/2015	Common Stock	40,000
Option to Buy	\$ 4.22	10/24/2005	A	40,000	10/24/2006(6)	10/24/2015	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address

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

10/26/2005

**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) Shares represent total shares held in 401k as of date of this report.
- (3) Option shares granted under the 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) 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 (5) 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.
- (6) Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months.
- (7) 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. 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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