

CINCINNATI BELL INC  
Form SC 13G/A  
February 09, 2005

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

**SCHEDULE 13G**  
(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

Cincinnati Bell Inc.  
(Name of Issuer)

Common Shares  
(Title of Class of Securities)

171871106  
(CUSIP Number)

December 31, 2004  
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

(however, see the Notes).

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Limited Partnership</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Illinois limited partnership</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>	
	6.	SHARED VOTING POWER <b>13,356,950 shares of Common Stock</b>	
	7.	SOLE DISPOSITIVE POWER <b>0</b>	
	8.	SHARED DISPOSITIVE POWER <b>See Row 6 above.</b>	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>PN; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>GLB Partners, L.P.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware limited partnership</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>PN; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Investment Group, L.L.C.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware limited liability company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>	
	6.	SHARED VOTING POWER <b>13,356,950 shares of Common Stock</b>	
	7.	SOLE DISPOSITIVE POWER <b>0</b>	
	8.	SHARED DISPOSITIVE POWER <b>See Row 6 above.</b>	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>OO; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Kenneth Griffin</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>U.S. Citizen</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>	
	6.	SHARED VOTING POWER <b>13,356,950 shares of Common Stock</b>	
	7.	SOLE DISPOSITIVE POWER <b>0</b>	
	8.	SHARED DISPOSITIVE POWER <b>See Row 6 above.</b>	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>IN; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Wellington Partners L.P.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Illinois limited partnership</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>PN; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Wellington Partners L.P. SE</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware limited partnership</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>PN; HC</b>		



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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Kensington Global Strategies Fund Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Bermuda company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>	
	6.	SHARED VOTING POWER <b>13,356,950 shares of Common Stock</b>	
	7.	SOLE DISPOSITIVE POWER <b>0</b>	
	8.	SHARED DISPOSITIVE POWER <b>See Row 6 above.</b>	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Equity Fund Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Credit Products Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Jackson Investment Fund Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>	
	6.	SHARED VOTING POWER <b>13,356,950 shares of Common Stock</b>	
	7.	SOLE DISPOSITIVE POWER <b>0</b>	
	8.	SHARED DISPOSITIVE POWER <b>See Row 6 above.</b>	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Credit Trading Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Antaeus International Investments Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>	
	6.	SHARED VOTING POWER <b>13,356,950 shares of Common Stock</b>	
	7.	SOLE DISPOSITIVE POWER <b>0</b>	
	8.	SHARED DISPOSITIVE POWER <b>See Row 6 above.</b>	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
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12.	TYPE OF REPORTING PERSON <b>CO; HC</b>		

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Item 1(a) Name of Issuer: **CINCINNATI BELL INC.**

1(b) Address of Issuer's Principal Executive Offices:

**201 East Fourth Street  
Cincinnati, Ohio 45202**

Item 2(a) Name of Person Filing  
Item 2(b) Address of Principal Business Office  
Item 2(c) Citizenship

Citadel Limited Partnership  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Illinois limited partnership

GLB Partners, L.P.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Delaware limited partnership

Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Delaware limited liability company

Kenneth Griffin  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
U.S. Citizen

Citadel Wellington Partners L.P.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Illinois limited partnership

Citadel Wellington Partners L.P. SE  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Delaware limited partnership

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Citadel Kensington Global Strategies Fund Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Bermuda company

Citadel Equity Fund Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

Citadel Credit Products Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

Citadel Jackson Investment Fund Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

Citadel Credit Trading Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

Citadel Antaeus International Investments Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

Title of Class of Securities:

2(d)

**Common Stock**

CUSIP Number: **171871106**

2(e)

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:



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- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)