

CINCINNATI BELL INC
Form 4
May 03, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOGUET KAREN M

(Last) (First) (Middle)

201 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CINCINNATI BELL INC [CBB]

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 2,700 | I | By Spouse |
| Common Stock | | | | (A) or (D) Price | 1,000 | D | |

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)

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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. Transaction Code (Instr. 8) | 5. Number 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Shares ⁽¹⁾ | ⁽²⁾ | | | | | ⁽³⁾ ⁽³⁾ | Common Stock | 6,000 |
| Option to Buy ⁽⁴⁾ | \$ 20.5625 | | | | | 02/01/1999 02/01/2009 | Common Stock | 25,000 |
| Option to Buy ⁽⁴⁾ | \$ 22.4375 | | | | | 04/26/1999 04/26/2009 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 29.0938 | | | | | 04/19/2000 04/19/2010 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 22.8438 | | | | | 01/02/2001 01/02/2011 | Common Stock | 1,625 |
| Option to Buy ⁽⁴⁾ | \$ 24.915 | | | | | 04/30/2001 04/30/2011 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 6.69 | | | | | 04/29/2002 04/09/2012 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 4.51 | | | | | 04/29/2003 04/29/2013 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 4.245 | | | | | 04/23/2004 04/23/2014 | Common Stock | 9,000 |
| Option to Buy ⁽⁴⁾ | \$ 3.87 | 04/29/2005 | | A | 9,000 | 04/29/2005 04/29/2015 | Common Stock | 9,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOGUET KAREN M 201 EAST FOURTH STREET CINCINNATI, OH 45202 | | X | | |

Signatures

Amy Collins, Attorney-in-fact for Karen M. Hoguet 05/03/2005

__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 cash following retirement or termination of the reporting person's affiliation with the Company.
- (4) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (5) 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.