CINCINNATI BELL INC

Form 4 July 28, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

3235-0287 Number:

OMB APPROVAL

January 31, 2005

0.5

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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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * BYRNES BRUCE L

2. Issuer Name and Ticker or Trading Symbol

CINCINNATI BELL INC [CBB]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 07/26/2005

X_ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

201 EAST FOURTH STREET

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

CINCINNATI, OH 45202

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Stock

(City)

(Month/Day/Year)

07/26/2005

(State)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount (D) Price Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)

> By Deferred Compensation

Common

79.408 A

28,156.207

Plan (1)

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. Transactic Code (Instr. 8)	5. Mumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount o Underlying Securities (Instr. 3 and 4)		8. Pr. Deriv Secu (Insti
				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	

Reporting Owners

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

Signatures

Amy Collins by Power of Attorney for Bruce L.

Byrnes

07/28/2005

**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).
- Under the terms of the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fee in 2005. These shares were acquired pursuant to the terms of the Deferred Compensation Plan for Outside Directors.
- (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.

Reporting Owners 2

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