CINCINNATI BELL INC

Form 4 May 03, 2005

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1(b).

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)

(Last)

1. Name and Address of Reporting Person * MORRIS MICHAEL G

(First)

Symbol

(Middle)

CINCINNATI BELL INC [CBB]

2. Issuer Name and Ticker or Trading

(Month/Day/Year) 04/29/2005

201 EAST FOURTH STREET

(Street)

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

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

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

X 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

CINCINNATI, OH 45202

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

4. Securities 5. Amount of (Instr. 3, 4 and 5) (A)

or

Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Common Stock

Security

(Instr. 3)

10,589.502 I By Deferred Compensation 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. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (2)	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	6,000
Option to Buy (5)	\$ 5.655					12/04/2003	12/04/2013	Common Stock	25,000
Option to Buy (5)	\$ 4.245					04/23/2004	04/23/2014	Common Stock	9,000
Option to Buy (5)	\$ 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					
1	Director	10% Owner	Officer	Other		
MORRIS MICHAEL G 201 EAST FOURTH STREET CINCINNATI, OH 45202	X					

Signatures

Amy Collins by Power of Attorney for Michael G.
Morris

05/03/2005

**Signature of Reporting Person

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.

Date

- (2) Phantom shares held through the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (3) Phantom shares convert 1 for 1 in common shares.
- (4) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/affiliation with the Company.
- (5) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (6) Reporting person will pay option price at time of exercise.

Reporting Owners 2

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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.