

CINCINNATI BELL INC
Form 4
August 31, 2006

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
CALLAGHAN MICHAEL W

(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)
08/30/2006

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)
Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 999.876 | I | By Trustee of 401k RSP |
| Common Stock | 08/30/2006 | | S | 40,000 D \$ 5.04 | 2,139.481 | D | |
| Common Stock | 08/30/2006 | | S | 7,450 D \$ 5.06 | 0 | I | By Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy <u>(1)</u> | \$ 12.981 | | | | | 01/02/1998 ⁽³⁾ | 01/02/2007 | Common Stock | 6,400 |
| Option to Buy <u>(2)</u> | \$ 13.155 | | | | | 01/02/1999 ⁽³⁾ | 01/02/2006 | Common Stock | 6,800 |
| Option to Buy <u>(2)</u> | \$ 22.375 | | | | | 03/31/2000 ⁽³⁾ | 03/31/2009 | Common Stock | 20,000 |
| Option to Buy <u>(2)</u> | \$ 22.25 | | | | | 04/01/2001 ⁽⁴⁾ | 04/01/1999 | Common Stock | 400 |
| Option to Buy <u>(2)</u> | \$ 16.7813 | | | | | 09/17/2001 ⁽⁴⁾ | 09/17/2009 | Common Stock | 250,000 |
| Option to Buy <u>(2)</u> | \$ 35.9688 | | | | | 01/03/2001 ⁽⁵⁾ | 01/03/2010 | Common Stock | 20,000 |
| Option to Buy <u>(2)</u> | \$ 22.8438 | | | | | 01/02/2002 ⁽⁵⁾ | 01/02/2011 | Common Stock | 15,000 |
| Option to Buy <u>(2)</u> | \$ 9.645 | | | | | 12/04/2002 ⁽⁵⁾ | 12/04/2011 | Common Stock | 100,000 |
| Option to Buy <u>(2)</u> | \$ 3.48 | | | | | 12/05/2003 ⁽⁵⁾ | 12/05/2012 | Common Stock | 100,000 |
| | \$ 5.655 | | | | | 12/04/2004 ⁽⁵⁾ | 02/04/2013 | | 51,000 |

| | | | | | |
|----------------------|----------|---------------------------|------------|--------------|--------|
| Option to Buy (2) | | | | Common Stock | |
| Option to Buy (2) | \$ 3.7 | 12/03/2005 ⁽⁵⁾ | 12/03/2014 | Common Stock | 75,000 |
| Option to Buy (2) | \$ 3.995 | 12/01/2005 ⁽⁶⁾ | 12/01/2015 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CALLAGHAN MICHAEL W 201 EAST FOURTH STREET CINCINNATI, OH 45202 | | | Senior Vice President | |

Signatures

Christopher J. Wilson by Power of Attorney for Michael W. Callaghan 08/31/2006

__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) Option shares granted under the Cincinnati Bell Inc. 1988 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (3) 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
- (4) 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.
- (5) Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months. Options expire ten years from grant date.
Options vest upon grant. Options granted on December 1, 2005 are fully vested upon grant. Shares purchased upon exercise of such
- (6) options are subject to sale restrictions until the reporting person terminates employment with the Company as follows: 28% of shares purchased may be sold on or after December 1, 2006. Thereafter, an additional 3% of shares purchased per month for the remaining 24 months may be sold. Options expire ten years from grant date.

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.