CINCINNATI BELL INC
Form 4
May 16, 2005

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CASSIDY JOHN F

(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)
01/28/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								28,383.195	I	By 401k Plan
Common Stock (1) (2)	05/16/2005		P		24,700	A	$ 3.75	654,946	D	
Common Stock (1) (2)	05/16/2005		P		300	A	$ 3.73	655,246	D	

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

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number.

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)		8 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy	$ 11.315							06/03/1997[4]	06/03/2006	Common Stock	8,000	
Option to Buy	$ 12.981							01/02/1998[4]	01/02/2007	Common Stock	6,000	
Option to Buy [3]	$ 13.155							01/02/1999[4]	01/02/2008	Common Stock	6,000	
Option to Buy [3]	$ 16.75							01/04/2000[4]	01/04/2009	Common Stock	57,300	
Option to Buy [3]	$ 18.6875							08/20/2000[4]	08/20/2009	Common Stock	20,000	
Option to Buy [3]	$ 16.7813							09/17/2001[5]	09/17/2009	Common Stock	200,000	
Option to Buy [3]	$ 35.9688							01/03/2001[4]	01/03/2010	Common Stock	15,000	
Option to Buy [3]	$ 23.5313							05/23/2001[6]	05/23/2010	Common Stock	400,000	
Option to Buy [3]	$ 22.8438							01/02/2002[4]	01/02/2011	Common Stock	80,000	
Option to Buy [3]	$ 9.645							12/04/2002[7]	12/04/2011	Common Stock	400,000	
	$ 3.48							12/05/2003[7]	12/05/2012		600,000	

Option to Buy (3)					Common Stock	
Option to Buy (3)	$ 5.655		12/04/2004(7)	12/04/2013	Common Stock	801,000
Option to Buy (3)	$ 3.7		12/03/2005(7)	12/03/2014	Common Stock	666,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASSIDY JOHN F 201 EAST FOURTH STREET CINCINNATI, OH 45202	X		President and CEO	

Signatures

Amy Collins by Power of Attorney for John F. Cassidy	05/16/2005
**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) Includes restricted stock granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.

(2) Includes 15,000 shares held in the reporting person's deferred compensation plan account with Fidelity Investments.

(3) Option shares granted under the Cincinnati Bell Inc. 1988 Long Term Incentive Plan which is a Rule 16b-3 Plan.

(4) 3-Year vesting schedule: 25% one year from grant date; 25% two years from grant date; 50% three years from grant date.

(5) 5-year vesting schedule: 25% third year from grant date; 25% four years from grant date; 50% five years from grant date. Options are 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.

(6) 5-year vesting schedule: 25% second year from grant date; 25% three years from grant date 25% four years from grant date; 50% five years from grant date.

(7) 3-year vesting schedule: 28% vest one year from grant date; 3% vest each month thereafter for the remaining 24 months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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