

CINCINNATI BELL INC

Form 4

May 16, 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

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

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                      |                                         |
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             |                                                                      |                                         |
| Common<br>Stock                       | 05/16/2005                              |                                                             | P                                    |                                                                         | 24,700                                                                                                             | A                                                                    | \$<br>3.75                              |
| Common<br>Stock                       | 05/16/2005                              |                                                             | P                                    |                                                                         | 300                                                                                                                | A                                                                    | \$<br>3.73                              |
|                                       |                                         |                                                             |                                      |                                                                         | 28,383.195                                                                                                         | I                                                                    | By 401k<br>Plan                         |
|                                       |                                         |                                                             |                                      |                                                                         | 654,946                                                                                                            | D                                                                    |                                         |
|                                       |                                         |                                                             |                                      |                                                                         | 655,246                                                                                                            | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.<br>L<br>S<br>(                |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable<br>Expiration<br>Date                         | Title                                                               | Amount or<br>Number of<br>Shares |
| Option<br>to Buy                                    | \$ 11.315                                                             |                                         |                                                             |                                         |                                                                                                                       | 06/03/1997 <sup>(4)</sup> 06/03/2006                           | Common<br>Stock                                                     | 8,000                            |
| Option<br>to Buy                                    | \$ 12.981                                                             |                                         |                                                             |                                         |                                                                                                                       | 01/02/1998 <sup>(4)</sup> 01/02/2007                           | Common<br>Stock                                                     | 6,000                            |
| Option<br>to Buy<br><u>(3)</u>                      | \$ 13.155                                                             |                                         |                                                             |                                         |                                                                                                                       | 01/02/1999 <sup>(4)</sup> 01/02/2008                           | Common<br>Stock                                                     | 6,000                            |
| Option<br>to Buy<br><u>(3)</u>                      | \$ 16.75                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/04/2000 <sup>(4)</sup> 01/04/2009                           | Common<br>Stock                                                     | 57,300                           |
| Option<br>to Buy<br><u>(3)</u>                      | \$ 18.6875                                                            |                                         |                                                             |                                         |                                                                                                                       | 08/20/2000 <sup>(4)</sup> 08/20/2009                           | Common<br>Stock                                                     | 20,000                           |
| Option<br>to Buy<br><u>(3)</u>                      | \$ 16.7813                                                            |                                         |                                                             |                                         |                                                                                                                       | 09/17/2001 <sup>(5)</sup> 09/17/2009                           | Common<br>Stock                                                     | 200,000                          |
| Option<br>to Buy<br><u>(3)</u>                      | \$ 35.9688                                                            |                                         |                                                             |                                         |                                                                                                                       | 01/03/2001 <sup>(4)</sup> 01/03/2010                           | Common<br>Stock                                                     | 15,000                           |
| Option<br>to Buy<br><u>(3)</u>                      | \$ 23.5313                                                            |                                         |                                                             |                                         |                                                                                                                       | 05/23/2001 <sup>(6)</sup> 05/23/2010                           | Common<br>Stock                                                     | 400,000                          |
| Option<br>to Buy<br><u>(3)</u>                      | \$ 22.8438                                                            |                                         |                                                             |                                         |                                                                                                                       | 01/02/2002 <sup>(4)</sup> 01/02/2011                           | Common<br>Stock                                                     | 80,000                           |
| Option<br>to Buy<br><u>(3)</u>                      | \$ 9.645                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/04/2002 <sup>(7)</sup> 12/04/2011                           | Common<br>Stock                                                     | 400,000                          |
|                                                     | \$ 3.48                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/05/2003 <sup>(7)</sup> 12/05/2012                           |                                                                     | 600,000                          |

|                         |          |                           |            |                 |         |
|-------------------------|----------|---------------------------|------------|-----------------|---------|
| Option<br>to Buy<br>(3) |          |                           |            | Common<br>Stock |         |
| Option<br>to Buy<br>(3) | \$ 5.655 | 12/04/2004 <sup>(7)</sup> | 12/04/2013 | Common<br>Stock | 801,000 |
| Option<br>to Buy<br>(3) | \$ 3.7   | 12/03/2005 <sup>(7)</sup> | 12/03/2014 | Common<br>Stock | 666,100 |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                   |       |
|------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                  | Director      | 10% Owner | Officer           | Other |
| CASSIDY JOHN F<br>201 EAST FOURTH STREET<br>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-year vesting schedule: 25% third year from grant date; 25% four years from grant date; 50% five years from grant date. Options are  
(5) 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.

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.