CINCINNATI BELL INC

Form 4 May 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

may continue.

See Instruction

Check this box

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

1(b).

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * REDFIELD CARL

2. Issuer Name and Ticker or Trading Symbol

CINCINNATI BELL INC [CBB]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

(Check all applicable)

201 EAST FOURTH STREET

(Month/Day/Year)

04/28/2006

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(Instr. 4)

Person

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

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following (A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

or

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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 number.

SEC 1474 (9-02)

(Instr. 4)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 4 Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired

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	Derivative Security			(A) or Disposed (D) (Instr. 3, 4 and 5)					
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (1)	<u>(2)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	6,000
Phantom Shares (1)	<u>(2)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	6,000
Option to Buy (4)	\$ 24.5625					12/13/2000	12/13/2010	Common Stock	25,000
Option to Buy (4)	\$ 24.915					04/30/2001	04/30/2011	Common Stock	9,000
Option to Buy (4)	\$ 6.69					04/29/2002	04/29/2012	Common Stock	9,000
Option to Buy (4)	\$ 4.51					04/29/2003	04/29/2013	Common Stock	9,000
Option to Buy (4)	\$ 4.245					04/23/2004	04/23/2014	Common Stock	9,000
Option to Buy (4)	\$ 3.87					04/29/2005	04/29/2015	Common Stock	9,000
Option to Buy (4)	\$ 4.195	04/28/2006	A	9,000		04/28/2006	04/28/2016	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Relationships Director 10% Owner Officer X	Other				
REDFIELD CARL						
201 EAST FOURTH STREET	X					
CINCINNATI, OH 45202						

Signatures

Christopher J. Wilson, Attorney-in-fact for Carl
Redfield 05/02/2006

**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) Phantom shares granted under the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.

Reporting Owners 2

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- (2) One for one conversion.
- (3) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/affiliation with the Company.
- (4) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (5) Reporting person will pay option price at time of exercise.

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.