

WILSON CHRISTOPHER J
 Form 4
 February 01, 2005

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 *
WILSON CHRISTOPHER J

(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)
 VP and General Counsel

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 10,008.654 | I | By Trustee for 401k RSP |
| Common Stock ⁽¹⁾ | 01/28/2005 | | A | | 30,000 | A | \$ 4.295 |
| | | | | | 40,000 | D | |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Buy <u>(2)</u> | \$ 16.75 | | | | | 01/04/2000 ⁽³⁾ 01/04/2009 | Common Stock | 8,000 |
| Option to Buy <u>(2)</u> | \$ 35.9688 | | | | | 01/03/2001 ⁽³⁾ 01/03/2010 | Common Stock | 8,000 |
| Option to Buy <u>(2)</u> | \$ 22.8438 | | | | | 01/01/2002 ⁽⁴⁾ 01/02/2011 | Common Stock | 7,250 |
| Option to Buy <u>(2)</u> | \$ 16.42 | | | | | 09/05/2002 ⁽⁴⁾ 09/05/2011 | Common Stock | 1,000 |
| Option to Buy <u>(2)</u> | \$ 9.645 | | | | | 12/04/2002 ⁽⁴⁾ 12/04/2011 | Common Stock | 7,400 |
| Option to Buy <u>(2)</u> | \$ 3.48 | | | | | 12/05/2003 ⁽⁴⁾ 12/05/2012 | Common Stock | 20,000 |
| Option to Buy <u>(2)</u> | \$ 5.655 | | | | | 12/04/2004 ⁽⁴⁾ 12/04/2013 | Common Stock | 51,000 |
| Option to Buy <u>(2)</u> | \$ 3.7 | | | | | 12/03/2004 ⁽⁴⁾ 12/03/2014 | Common Stock | 75,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILSON CHRISTOPHER J
201 EAST FOURTH STREET
CINCINNATI, OH 45202

VP and General Counsel

Signatures

Amy Collins by Power of Attorney for Christopher J.
Wilson

02/01/2005

__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) Restricted stock granted under the Cincinnati Bell Inc. 1997 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.
- (4) 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.

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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