

CINCINNATI BELL INC
 Form 4
 December 07, 2004

FORM 4

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

OMB APPROVAL

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

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 *
PETERSON MARK 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)
12/03/2004

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 & Treasurer

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) Code V Amount (D) Price			
Common Stock					15,401.8401	D	
Preferred Stock					500	D	
Common Stock					5,894.299 ⁽¹⁾	I	By Trustee of 401k RSP

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

SEC 1474
 (9-02)

displays a currently valid OMB control 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy <u>(2)</u>	\$ 22.375					03/31/2000 ⁽³⁾	03/31/2009	Common Stock	15,000
Option to Buy <u>(2)</u>	\$ 22.25					01/04/2002	01/04/2009	Common Stock	400
Option to Buy <u>(2)</u>	\$ 16.7813					09/17/2001 ⁽⁴⁾	09/17/2009	Common Stock	25,000
Option to Buy <u>(2)</u>	\$ 35.9688					01/03/2001 ⁽³⁾	01/03/2010	Common Stock	15,000
Option to Buy <u>(2)</u>	\$ 22.8438					01/02/2002 ⁽⁵⁾	01/02/2011	Common Stock	10,000
Option to Buy <u>(2)</u>	\$ 9.645					12/04/2002 ⁽⁵⁾	12/04/2011	Common Stock	12,500
Option to Buy <u>(2)</u>	\$ 3.48					12/05/2003 ⁽⁵⁾	12/05/2012	Common Stock	15,000
Option to Buy <u>(2)</u>	\$ 4.125					03/20/2004 ⁽⁵⁾	03/20/2013	Common Stock	35,000
Option to Buy <u>(2)</u>	\$ 5.655					12/04/2004 ⁽⁵⁾	12/04/2013	Common Stock	18,000
Option to Buy	\$ 3.7	12/03/2004		A	7,500	12/03/2005 ⁽⁵⁾	12/03/2014	Common Stock	7,500

(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON MARK W 201 EAST FOURTH STREET CINCINNATI, OH 45202			VP & Treasurer	

Signatures

Amy Collins by Power of Attorney for Mark W. Peterson	12/07/2004
**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) Shares included in total shares held in 401k as of August 13, 2004.
- (2) Option shares granted under the 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.
- (6) 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.