

ZRNO JOHN M
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
ZRNO JOHN M

2. Issuer Name and Ticker or Trading Symbol
CINCINNATI BELL INC [CBB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 EAST FOURTH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2005

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

CINCINNATI, OH 45202
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) Price | 5,000 | I | By Family Limited Partnership (1) |

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

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SEC 1474 (9-02)

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

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| 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 | 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 |
| Phantom Shares ⁽²⁾ | <u>(3)</u> | 01/03/2005 | | A | 6,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 6,000 |
| Option to Buy ⁽⁶⁾ | \$ 16.18 | | | | | 05/27/1999 | 05/27/2009 | Common Stock | 1,048,800 |
| Option to Buy ⁽⁷⁾ | \$ 25.4063 | | | | | 11/09/1999 | 11/09/2009 | Common Stock | 25,000 |
| Option to Buy ⁽⁷⁾ | \$ 29.0938 | | | | | 04/19/2000 | 04/19/2010 | Common Stock | 9,000 |
| Option to Buy ⁽⁸⁾ | \$ 22.8438 | | | | | 01/02/2001 | 01/02/2011 | Common Stock | 3,250 |
| Option to Buy ⁽⁷⁾ | \$ 24.915 | | | | | 04/30/2001 | 04/30/2011 | Common Stock | 9,000 |
| Option to Buy ⁽⁸⁾ | \$ 9.35 | | | | | 01/02/2002 | 01/02/2012 | Common Stock | 5,300 |
| Option to Buy ⁽⁷⁾ | \$ 6.69 | | | | | 04/29/2002 | 04/29/2012 | Common Stock | 9,000 |
| Option to Buy ⁽⁸⁾ | \$ 3.715 | | | | | 01/02/2003 | 01/02/2013 | Common Stock | 5,300 |
| Option to Buy ⁽⁷⁾ | \$ 4.51 | | | | | 04/29/2003 | 04/29/2013 | Common Stock | 9,000 |
| Option to Buy ⁽⁷⁾ | \$ 4.245 | | | | | 04/23/2004 | 04/23/2014 | Common Stock | 9,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZRNO JOHN M 201 EAST FOURTH STREET CINCINNATI, OH 45202 | X | | | |

Signatures

Amy Collins, Attorney-in-fact for John
M. Zrno

01/04/2005

__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) Shares held by Zrno Family Limited Partnership
 - (2) Phantom shares held through the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
 - (3) Phantom shares convert 1 for 1 in common shares.
 - (4) Phantom shares are payable in common stock following retirement or termination of the reporting person's employment/affiliation with the Company.
 - (5) Phantom shares are valued at the fair market price of the Issuer's common stock price on grant date.
 - (6) Option shares granted under the 1998 Stock Option Plan which is a Rule 16b-3 Plan.
 - (7) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan. Under the terms of
 - (8) 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fees in exchange for options.

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.