#### VANDERWOUDE MICHAEL

Form 4

February 01, 2005

### FORM 4

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

**OMB** 

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

**OMB APPROVAL** 

subject to Section 16. Form 4 or

Expires: 2005 Estimated average burden hours per

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Form 5 obligations may continue.

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

**SECURITIES** 

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VANDERWOUDE MICHAEL			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	CINCINNATI BELL INC [CBB] 3. Date of Earliest Transaction	(Check all applicable)		
201 EAST FOURTH STREET		EET	(Month/Day/Year) 01/28/2005	Director 10% Owner X Officer (give title Other (specify below) VP - IR/Corp. Comm.		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI, OH 45202				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose	d of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock			Code	rimount	(D)	Titee	847.156	I	By 401k Plan
Common Stock (1)	01/28/2005		A	2,000	A	\$ 4.295	49,191	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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	\$ 16.75					01/04/2000(3)	01/04/2009	Common Stock	5,000
Option to Buy	\$ 16.75					01/04/2002	01/04/2009	Common Stock	500
Option to Buy	\$ 35.9688					01/03/2001(3)	01/03/2010	Common Stock	10,000
Option to Buy	\$ 22.8438					01/01/2002(4)	01/02/2011	Common Stock	7,500
Option to Buy	\$ 16.425					09/05/2002(4)	09/05/2011	Common Stock	10,000
Option to Buy	\$ 9.645					12/04/2002(4)	12/04/2011	Common Stock	20,000
Option to Buy (4)	\$ 3.48					12/05/2003(4)	12/05/2012	Common Stock	40,000
Option to Buy	\$ 5.655					12/04/2004(4)	12/04/2013	Common Stock	36,000
Option to Buy	\$ 3.7					12/03/2005(4)	12/03/2014	Common Stock	5,000

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
VANDERWOUDE MICHAEL			VP -					
201 EAST FOURTH STREET			IR/Corp.					
CINCINNATI, OH 45202			Comm.					

## **Signatures**

Amy Collins, Attorney-in-Fact for Michael S. Vanderwoude 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 pursuant to 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.
- 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. 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.

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