

CASSIDY JOHN F
Form 4
January 30, 2006

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 *
CASSIDY JOHN F

(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)
01/27/2006

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)
President and CEO

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)
Common Stock				(A) or (D) Price	28,383.195	I	By 401k Plan
Common Stock <u>(1)</u> <u>(2)</u>					655,246	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Buy	\$ 11.315					06/03/1997 ⁽⁴⁾	06/03/2006	Common Stock	8,000
Option to Buy	\$ 12.981					01/02/1998 ⁽⁴⁾	01/02/2007	Common Stock	6,000
Option to Buy ⁽³⁾	\$ 13.155					01/02/1999 ⁽⁴⁾	01/02/2008	Common Stock	6,000
Option to Buy ⁽³⁾	\$ 16.75					01/04/2000 ⁽⁴⁾	01/04/2009	Common Stock	57,300
Option to Buy ⁽³⁾	\$ 18.6875					08/20/2000 ⁽⁴⁾	08/20/2009	Common Stock	20,000
Option to Buy ⁽³⁾	\$ 16.7813					09/17/2001 ⁽⁵⁾	09/17/2009	Common Stock	200,000
Option to Buy ⁽³⁾	\$ 35.9688					01/03/2001 ⁽⁴⁾	01/03/2010	Common Stock	15,000
Option to Buy ⁽³⁾	\$ 23.5313					05/23/2001 ⁽⁶⁾	05/23/2010	Common Stock	400,000
Option to Buy ⁽³⁾	\$ 22.8438					01/02/2002 ⁽⁴⁾	01/02/2011	Common Stock	80,000
Option to Buy ⁽³⁾	\$ 9.645					12/04/2002 ⁽⁷⁾	12/04/2011	Common Stock	400,000
Option to Buy ⁽³⁾	\$ 3.48					12/05/2003 ⁽⁷⁾	12/05/2012	Common Stock	600,000
Option to Buy	\$ 5.655					12/04/2004 ⁽⁷⁾	12/04/2013	Common Stock	801,000

(3)

Option to Buy	\$ 3.7					12/03/2005 ⁽⁷⁾	12/03/2014	Common Stock	666,100
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(3)

Option to Buy	\$ 3.995					12/01/2005 ⁽⁹⁾	12/01/2015	Common Stock	425,000
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(8)

Option to Buy	\$ 3.49	01/27/2006		A	85,000	01/27/2007 ⁽⁷⁾	01/27/2016	Common Stock	85,000
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(8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASSIDY JOHN F 201 EAST FOURTH STREET CINCINNATI, OH 45202	X		President and CEO	

Signatures

Christopher J. Wilson by Power of Attorney for John F. Cassidy
01/27/2006

__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) Includes restricted stock granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Includes 15,000 shares held in the reporting person's deferred compensation plan account with Fidelity Investments.
- (3) Option shares granted under the Cincinnati Bell Inc. 1988 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (4) 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 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.
- (6) 5-year vesting schedule: 25% second year from grant date; 25% three years from grant date 25% four years from grant date; 50% five years from grant date.
- (7) 3-year vesting schedule: 28% vest one year from grant date; 3% vest each month thereafter for the remaining 24 months.
- (8) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
Options vest upon grant. Options granted on December 1, 2005 are fully vested upon grant. Shares purchased upon exercise of such options are subject to sale restrictions until the reporting person terminates employment with the Company as follows: 28% of shares purchased may be sold on or after December 1, 2006. Thereafter, an additional 3% of shares purchased per month for the remaining 24 months may be sold. Options expire ten years from grant date.
- (10) 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.

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