CINCINNATI BELL INC

Form 4/A July 28, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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)

(Last)

Common

Stock

1. Name and Address of Reporting Person * MORRIS MICHAEL G

(First)

(Middle)

201 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

2. Issuer Name and Ticker or Trading Symbol

CINCINNATI BELL INC [CBB]

3. Date of Earliest Transaction

(Month/Day/Year) 07/06/2005

4. If Amendment, Date Original

Filed(Month/Day/Year) 07/06/2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

07/06/2005

Execution Date, if (Month/Day/Year)

4. Securities Acquired (A) Transaction Disposed of (D) Code

(Instr. 3, 4 and 5) (Instr. 8)

(A) or

Owned Direct (D) Following Reported Transaction(s)

5. Amount of

Securities

Beneficially

or Indirect (Instr. 4)

I

Form:

Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 3 and 4)

Code V Amount (D) Price

1,395.089 (1)

\$ 11,984.591 4.48 (1)

By Deferred Compensation Plan (2)

7. Nature of

Ownership

(Instr. 4)

Indirect Beneficial

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr. Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares (3)	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	6,000	
Option to Buy (6)	\$ 5.655					12/04/2003	12/04/2013	Common Stock	25,000	
Option to Buy (6)	\$ 4.245					04/23/2004	04/23/2014	Common Stock	9,000	
Option to Buy (6)	\$ 3.87					04/29/2005	04/29/2015	Common Stock	9,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MORRIS MICHAEL G 201 EAST FOURTH STREET CINCINNATI, OH 45202	X						

Signatures

Amy Collins by Power of Attorney for Michael G.
Morris

07/28/2005

**Signature of Reporting Person

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).

Due to a processing error by the Financial Operations group at Fidelity Investments, the number of shares previously reported on the Form 4 filed was incorrect. The previous Form 4 reported a share price of \$4.43. The correct share price is \$4.48. Due to the change in

Date

- (1) share price, the number of shares acquired also changed. The correct number of shares acquired is reflected in this amended form. Due to the change in the number of shares acquired, the amount of securities beneficially owned has been corrected to reflect the correct number of shares owned.
- Under the terms of the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fee in 2005. These shares were acquired pursuant to the terms of the Deferred Compensation Plan for Outside Directors.
- (3) Phantom shares held through the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.

Reporting Owners 2

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- (4) Phantom shares convert 1 for 1 in common shares.
- (5) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/affiliation with the Company.
- (6) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.

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.