PETERSON MARK W Form 4/A

February 22, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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burden hours per response...

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A PETERSON	Person * 2. Issues Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		CINCINNATI BELL INC [CBB] 3. Date of Earliest Transaction			(Check all applicable)			
• •				Day/Year)				e title Other below) P & Treasurer	Owner er (specify
CINICININI	Filed(Mor	4. If Amendment, Date Original Filed(Month/Day/Year) 02/06/2006				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CINCINNA						Person			
(City)	(State)	(Zip) Tabl	le I - Non-D	erivative	Secur	ities Ac	quired, Disposed o	of, 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 D (D) (Instr. 3,	4 and (A) or	d of	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	02/05/2006		F	3,825	D	\$ 3.63	14,576.8401 (1)	D	

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

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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)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy	\$ 22.375					03/31/2000(3)	03/31/2009	Common Stock	15,000	
Option to Buy	\$ 22.25					01/04/2002	01/04/2009	Common Stock	400	
Option to Buy	\$ 16.7813					09/17/2001(5)	09/17/2009	Common Stock	25,000	
Option to Buy	\$ 35.9688					01/03/2001(3)	01/03/2010	Common Stock	15,000	
Option to Buy	\$ 22.8438					01/02/2002(6)	01/02/2011	Common Stock	10,000	
Option to Buy	\$ 9.645					12/04/2002(6)	12/04/2011	Common Stock	12,500	
Option to Buy	\$ 3.48					12/05/2003(6)	12/05/2012	Common Stock	15,000	
Option to Buy	\$ 4.125					03/20/2004(6)	03/20/2013	Common Stock	35,000	
Option to Buy	\$ 5.655					12/04/2004(6)	12/04/2013	Common Stock	18,000	
Option to Buy	\$ 3.7					12/03/2005(6)	12/03/2014	Common Stock	7,500	
Option to Buy	\$ 3.86					05/20/2006(6)	05/20/2015	Common Stock	40,000	

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(2)					
Option to Buy	\$ 4.22	10/24/2006 <u>(6)</u>	10/24/2015	Common Stock	40,000
Option to Buy	\$ 3.995	12/01/2005(7)	12/01/2015	Common Stock	20,000

Reporting Owners

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

Signatures

Christopher J. Wilson by Power of Attorney for Mark W.
Peterson

02/22/2006

**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) Amended filing to correct typographical error contained in Column 5 in original filing on February 6, 2006.
- (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.
- (4) Restricted stock granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- 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) Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months.
- 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.

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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