ROSS BRIAN A Form 4

December 05, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or 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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROSS BRIAN A	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)	3. Date of Earliest Transaction				
201 EAST FOURTH STREET	(Month/Day/Year) 12/01/2005	Director 10% Owner Officer (give title Other (specify below) Chief Financial Officer			
(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) 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. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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				` '	727	I	By 401k Plan	
Common Stock					200	I	By IRA	
Common Stock					1,758	I	By Children	
Common Stock (1)					94,922	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)

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

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)	ion S A I	5. Number Derivative Securities Acquired (Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	r	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous Number Shares
Option to Buy	\$ 18.3438							01/04/2002	09/01/2009	Common Stock	40
Option to Buy	\$ 17.5							09/13/2000(3)	09/13/2009	Common Stock	15,0
Option to Buy	\$ 35.9688							01/03/2001(3)	01/03/2010	Common Stock	25,0
Option to Buy	\$ 22.8438							01/03/2002(4)	01/03/2011	Common Stock	20,0
Option to Buy	\$ 16.425							09/05/2002(4)	09/05/2011	Common Stock	5,00
Option to Buy	\$ 9.645							12/04/2002(4)	12/04/2011	Common Stock	25,0
Option to Buy	\$ 3.48							12/05/2003(4)	12/05/2012	Common Stock	60,0
Option to Buy	\$ 5.655							12/04/2004(4)	12/04/2013	Common Stock	61,0
Option to Buy	\$ 5.57							01/29/2005(4)	01/29/2014	Common Stock	300,0
Option to Buy	\$ 3.7							12/03/2005(4)	12/03/2014	Common Stock	150,0

(2)

Option

to Buy \$ 3.995

12/01/2005

A 150,000

12/01/2005<u>(5)</u> 12/01/2015

Common Stock

150.0

(2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROSS BRIAN A 201 EAST FOURTH STREET CINCINNATI, OH 45202

Chief Financial Officer

Signatures

Christopher J. Wilson, Attorney-in-Fact for Brian A. Ross

12/05/2005

**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) Includes restricted stock granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.
- (2) Option shares granted under 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.
- 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.
- (6) 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. 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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