

SHARROCK DAVID B

Form 4

May 02, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
**SHARROCK DAVID B**

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)

201 EAST FOURTH STREET

3. Date of Earliest Transaction  
(Month/Day/Year)

04/28/2006

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

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

CINCINNATI, OH 45202

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 6,802                                                                                                              | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. D<br>S<br>(  |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D)        | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Shares <sup>(1)</sup>                    | <u>(2)</u>                                                         |                                         |                                                             |                                      |                                                                                                                 | <u>(3)</u>                                                     | <u>(3)</u> |                                                                     |                    | Common<br>Stock | 6,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 5.228                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/17/1995                                                          | 04/17/2005         | Common<br>Stock | 4,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 10.347                                                          |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/22/1996                                                          | 04/22/2006         | Common<br>Stock | 4,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 11.65                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/28/1997                                                          | 04/28/2007         | Common<br>Stock | 4,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 16.125                                                          |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/27/1998                                                          | 04/27/2008         | Common<br>Stock | 4,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 22.4375                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/26/1999                                                          | 04/26/2009         | Common<br>Stock | 9,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 29.0938                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/19/2000                                                          | 04/19/2010         | Common<br>Stock | 9,000                                  |
| Option to<br>Buy <sup>(5)</sup>                     | \$ 22.8438                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 01/02/2001                                                          | 01/02/2011         | Common<br>Stock | 3,250                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 24.915                                                          |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/30/2001                                                          | 04/30/2011         | Common<br>Stock | 9,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 6.69                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/29/2002                                                          | 04/29/2012         | Common<br>Stock | 9,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 4.51                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/29/2003                                                          | 04/29/2013         | Common<br>Stock | 9,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 4.245                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/23/2004                                                          | 04/23/2014         | Common<br>Stock | 9,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 3.87                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |            | 04/29/2005                                                          | 04/29/2015         | Common<br>Stock | 9,000                                  |
| Phantom<br>Shares <sup>(1)</sup>                    | <u>(2)</u>                                                         |                                         |                                                             |                                      |                                                                                                                 | <u>(3)</u>                                                     | <u>(3)</u> |                                                                     |                    | Common<br>Stock | 6,000                                  |
| Option to<br>Buy <sup>(4)</sup>                     | \$ 4.195                                                           | 04/28/2006                              |                                                             | A                                    | 9,000                                                                                                           |                                                                |            | 04/28/2006                                                          | 04/28/2016         | Common<br>Stock | 9,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                             |
|--------------------------------------------------------------------|-------------------------------------------|
|                                                                    | Director    10% Owner    Officer    Other |
| SHARROCK DAVID B<br>201 EAST FOURTH STREET<br>CINCINNATI, OH 45202 | X                                         |

## Signatures

Christopher J. Wilson, Attorney-in-fact for David B. Sharrock

05/02/2006

\_\_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) Phantom shares granted under the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (2) One for one conversion.
- (3) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/affiliation with the Company.
- (4) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (5) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan. Under the terms of the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan, reporting person elected to defer a percentage of his annual retainer fee and per meeting fees in exchange for options.
- (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.