#### BYRNES BRUCE L

Form 4 January 10, 2006

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

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 * BYRNES BRUCE L | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) t<br>Issuer      |  |  |
|--|--|---|--|--|
|  | CINCINNATI BELL INC [CBB]                          | (Check all applicable)                                  |  |  |
| (Last) (First) (Middle)                                  | 3. Date of Earliest Transaction                    |   |  |  |
|  | (Month/Day/Year)                                   | X Director 10% Owner                                    |  |  |
| 201 EAST FOURTH STREET                                   | 01/06/2006   | Officer (give title below) Other (specification)        |  |  |
| (Street)   | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check               |  |  |
|  | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person |  |  |
| CINCINNATI, OH 45202                                     |  | 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<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities And Disposed of (Instr. 3, 4 and Amount | D) | red (A) or   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 01/06/2006                           |  | A                                       | 7,662.338   | A  | \$<br>3.8499 | 38,397.02  | I  | By Deferred<br>Compensation<br>Plan (1)                        |  |

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 number.

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.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pr<br>Deriv<br>Secu<br>(Instr |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|-------------------------------------|----------------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                                  |
| Option to Buy (2)                                   | \$ 5.53   |                                      |   |  |   | 08/01/2003   | 08/01/2013         | Common<br>Stock   | 25,000                              |                                  |
| Option to Buy (2)                                   | \$ 4.245  |                                      |   |  |   | 04/23/2004   | 04/23/2014         | Common<br>Stock   | 9,000                               |                                  |
| Option to Buy (2)                                   | \$ 3.87   |                                      |   |  |   | 04/29/2005   | 04/29/2015         | Common<br>Stock   | 9,000                               |                                  |
| Phantom<br>Shares (3)                               | <u>(4)</u>  |                                      |   |  |   | (5)  | <u>(5)</u>         | Common<br>Stock   | 6,000                               |                                  |

## **Reporting Owners**

| Reporting Owner Name / Address                                   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| 1  | Director      | 10% Owner | Officer | Other |  |  |  |
| BYRNES BRUCE L<br>201 EAST FOURTH STREET<br>CINCINNATI, OH 45202 | X             |           |         |       |  |  |  |

### **Signatures**

Christopher J. Wilson by Power of Attorney for Bruce L.
Byrnes
01/10/2006

\*\*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).
- 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.
- (2) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (3) Phantom shares granted under the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (4) One for one conversion.
- (5) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/affiliation with the Company.

Reporting Owners 2

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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.