

CINCINNATI BELL INC
Form 4/A
July 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
MORRIS MICHAEL G

(Last) (First) (Middle)

201 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | 07/06/2005 | | A | 1,395.089 (1) | \$ 4.48 (1) | 11,984.591 (1) | I By Deferred Compensation Plan (2) |

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.

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(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. Transaction Code (Instr. 8) | 5. Number 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 Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr | |
|---|---|---|---|---|---|--|---|-----------------------------------|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Shares ⁽³⁾ | ⁽⁴⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | 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 | | | |
|--|---------------|-----------|---------|-------|
| | 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

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) 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 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.

(2) 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.

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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.