#### CINCINNATI BELL INC

Form 4/A July 28, 2005

## FORM 4

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

**OMB** 

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and BYRNES	Address of Reporting BRUCE L		Symbol		nd Ticker or ' BELL INC			5. Relationship Issuer	of Reporting	Person(s) to
(Last) 201 EAST	(First)  FOURTH STRE  (Street)	(Middle)	3. Date (Month/ 07/06/	of Earliest /Day/Year) /2005	Transaction		~,	(Ch _X_ Director Officer (gi below) 6. Individual or	ve title below)	10% Owner Other (specify
	ATI, OH 45202			onth/Day/Y	_			Applicable Line) _X_ Form filed by Form filed by Person	y One Reportin	g Person
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative S	Securi	ties Acq	uired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	ate, if	3. Transactic Code (Instr. 8)	4. Securities on(A) or Dispo (Instr. 3, 4 a	osed o		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	3,906.25 (1)	A	\$ 4.48 (1)	28,076.799 (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.

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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
					(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy (3)	\$ 5.53					08/01/2003	08/01/2013	Common Stock	25,000	
Option to Buy (3)	\$ 4.245					04/23/2004	04/23/2014	Common Stock	9,000	
Option to Buy (3)	\$ 3.87					04/29/2005	04/29/2015	Common Stock	9,000	
Phantom Shares (4)	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	6,000	

## **Reporting Owners**

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

# **Signatures**

Amy Collins by Power of Attorney for Bruce L.

Byrnes

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).

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

- (1) 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.
- 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) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.

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

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.