

HOGUET KAREN M
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to 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 *
HOGUET KAREN M

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)
01/03/2005

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 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	2,700	I	By Spouse
Common Stock				(A) or (D) Price	1,000	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 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. 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. Amount or Number of Shares
Phantom Shares ⁽¹⁾	<u>(2)</u>	01/03/2005		A	6,000	<u>(3)</u> <u>(3)</u>	Common Stock	6,000
Option to Buy ⁽⁵⁾	\$ 20.5625					02/01/1999 02/01/2009	Common Stock	25,000
Option to Buy ⁽⁵⁾	\$ 22.4375					04/26/1999 04/26/2009	Common Stock	9,000
Option to Buy ⁽⁵⁾	\$ 29.0938					04/19/2000 04/19/2010	Common Stock	9,000
Option to Buy ⁽⁵⁾	\$ 22.8438					01/02/2001 01/02/2011	Common Stock	1,625
Option to Buy ⁽⁵⁾	\$ 24.915					04/30/2001 04/30/2011	Common Stock	9,000
Option to Buy ⁽⁵⁾	\$ 6.69					04/29/2002 04/09/2012	Common Stock	9,000
Option to Buy ⁽⁵⁾	\$ 4.51					04/29/2003 04/29/2013	Common Stock	9,000
Option to Buy ⁽⁵⁾	\$ 4.245					04/23/2004 04/23/2014	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGUET KAREN M 201 EAST FOURTH STREET CINCINNATI, OH 45202			X	

Signatures

Amy Collins, Attorney-in-fact for Karen M. Hoguet 01/04/2005

**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) Phantom shares held through the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (2) Phantom shares convert 1 for 1 in common shares.
- (3) Phantom shares are payable in common stock following retirement or termination of the reporting person's affiliation with the Company.
- (4) Phantom shares are valued at the fair market price of the Issuer's common stock price on grant date.
- (5) 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.

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