#### **BOUMAN LAWRENCE J**

Form 4 April 30, 2003

## FORM 4

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

#### **OMB APPROVAL**

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

\_ 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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

| 1. Name and Add  Bouman Lawre         | 2. Issuer BRW            | r Na                             | me <b>and</b> Tic                  | ker or ' | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |       |   |  |  |  |
|---------------------------------------|--------------------------|----------------------------------|------------------------------------|----------|---|---|-------|---|--|--|--|
|                                       |                          |                                  |                                    | rting    | ntification l<br>g Person,<br>voluntary)                                | Numbe   | Mo    | Statement for onth/Day/Year 9/03                              | X Director   |  |  |
| (Street) CINCINNATI, OH 45202         |                          |                                  |                                    |          |   |   | Dat   | f Amendment,<br>te of Original<br>onth/Day/Year)              | 7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City)                                | Table I Non-Derivative S |                                  |                                    |          |   | Securities Acquired, Disposed of, or Beneficially Owned |       |   |  |  |  |
| 1. Title of<br>Security<br>(Instr. 3) | action                   | 2A. Deemed<br>Execution<br>Date, | 3. Trans<br>action C<br>(Instr. 8) | ode      | 4. Securitie<br>(A) or Disp<br>(Instr. 3, 4                             | osed o  |       | 5. Amount of Securities Beneficially                          |  | 7. Nature of<br>Indirect<br>Beneficial |  |
|                                       |                          | if any<br>(Month/Day/<br>Year)   | Code                               | V        | Amount  | (A)<br>or<br>(D)  | Price | Owned Following Reported<br>Transactions(s)<br>(Instr. 3 & 4) | or Indirect (I)<br>(Instr. 4)  | Ownership<br>(Instr. 4)                |  |

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

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# FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| _ | (eig.) pais, calls, wallands, options, convertible securives, |            |         |           |         |            |                     |                |             |                |           |             |  |  |
|---|---|------------|---------|-----------|---------|------------|---------------------|----------------|-------------|----------------|-----------|-------------|--|--|
| 1 | . Title of  | 2. Conver- | 3.      | 3A.       | 4.      | 5.         | 6. Date Exercisable | 7. Title and   | 8. Price of | 9. Number of   | 10.       | 11. Nature  |  |  |
| I | Derivative  | sion or    | Trans-  | Deemed    | Trans-  | Number     | and Expiration      | Amount of      | Derivative  | Derivative     | Owner-    | of Indirect |  |  |
| 9 | Security  | Exercise   | action  | Execution | action  | of         | Date                | Underlying     | Security    | Securities     | ship      | Beneficial  |  |  |
|   |   | Price of   | Date    | Date,     | Code    | Derivative | (Month/Day/         | Securities     | (Instr. 5)  | Beneficially   | Form      | Ownership   |  |  |
| ( | Instr. 3)   | Derivative |         | if any    |         | Securities | Year)               | (Instr. 3 & 4) |             | Owned          | of Deriv- | (Instr. 4)  |  |  |
|   |   | Security   | (Month/ | (Month/   | (Instr. | Acquired   |                     |                |             | Following      | ative     |             |  |  |
|   |   |            | -       |           | 8)      | (A) or     |                     |                |             | Reported       | Security: |             |  |  |
|   |   |            | Year)   | Year)     |         | Disposed   |                     |                |             | Transaction(s) | Direct    |             |  |  |
|   |   |            |         |           |         | of (D)     |                     |                |             | (Instr. 4)     | (D)       |             |  |  |
|   |   |            |         |           |         |            |                     |                |             | Ì              | or        |             |  |  |
|   |   | I          |         |           |         |            |                     |                |             |                |           |             |  |  |

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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|                                  |        |         |      |   | (Instr.<br>4 & 5) |              |         |                 |                    |  |        | Indirect<br>(I) |  |
|----------------------------------|--------|---------|------|---|-------------------|--------------|---------|-----------------|--------------------|--|--------|-----------------|--|
|                                  |        |         | Code | V | (A)               |              | Expira- |                 | Amount             |  |        | (Instr. 4)      |  |
|                                  |        |         |      |   |                   | Exer-cisable | Date    |                 | or<br>Number<br>of |  |        |                 |  |
|                                  |        |         |      |   |                   |              |         |                 | Shares             |  |        |                 |  |
| Option to $\mathbf{Buy}^{(1)}$   | \$4.51 | 4/29/03 | A    |   | 9,000             | 4/29/03      |         | Common<br>Stock | 9,000              |  | 53,600 | D               |  |
| Phantom<br>Shares <sup>(2)</sup> |        |         |      |   |                   | (3)          | 1—      | Common<br>Stock |                    |  | 1,500  | D               |  |

Explanation of Responses:

- (1) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (2) Phantom shares held through the Broadwing Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (3) Phantom shares are payable in common stock following retirement or termination of the reporting person's employment with the Company.

By: /s/ <u>Lawrence J. Bouman</u> Lawrence J. Bouman April 30, 2003

Date

\*\*Signature of Reporting Person

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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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jeffrey (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessar (3) take any other action of any type whatsoever in connection with the foregoing which, in the undersigned bereit, grants to each such atternove in fact full never and authority to do and no

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and per This Power of Attorney shall remain in full force and effect until the undersigned is no longer of IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2

/s/ Lawrence J. Bouman Signature

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).