REDFIELD CARL

Form 4

January 04, 2005

FORM 4

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

OMB

OMB APPROVAL

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REDFIELD CARL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

CINCINNATI BELL INC [CBB]

(Check all applicable)

(First) (Last)

(Street)

201 EAST FOURTH STREET

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

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

01/03/2005

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

CINCINNATI, OH 45202

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4 Transaction of Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security				(A) or Dispose (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (1)	<u>(2)</u>	01/03/2005	A		6,000		(3)	(3)	Common Stock	6,000
Option to Buy (5)	\$ 24.5625						12/13/2000	12/13/2010	Common Stock	25,000
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	04/29/2012	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			
REDFIELD CARL 201 EAST FOURTH STREET CINCINNATI, OH 45202	X						

Signatures

Amy Collins, Attorney-in-fact for Carl Redfield 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 employment/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.

Reporting Owners 2

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