CINCINNATI BELL INC
Form 4
August 14, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Freyberger Kurt

(Last) (First) (Middle)

201 E. 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)
12/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/09/2005		A	V	0.115	A	$ 3.739	327.407	I	By Trustee of 401K
Common Stock	12/15/2005		A	V	26.008	A	$ 3.83	353.415	I	By Trustee of 401K
Common Stock	12/29/2005		A	V	27.601	A	$ 3.609	381.016	I	By Trustee of 401K
Common Stock	01/12/2006		A	V	27.009	A	$ 3.688	408.025	I	By Trustee of

										401K
Common Stock	01/26/2006		A	V	27.824	A	$ 3.58	435.849	I	By Trustee of 401K
Common Stock	02/09/2006		A	V	28.218	A	$ 3.53	464.067	I	By Trustee of 401K
Common Stock	02/16/2006		A	V	194.806	A	$ 4.22	658.873	I	By Trustee of 401K
Common Stock	02/23/2006		A	V	27.613	A	$ 4.29	686.486	I	By Trustee of 401K
Common Stock	03/09/2006		A	V	25.672	A	$ 4.09	712.158	I	By Trustee of 401K
Common Stock	03/23/2006		A	V	24.362	A	$ 4.31	736.52	I	By Trustee of 401K
Common Stock	04/06/2006		A	V	23.755	A	$ 4.42	760.275	I	By Trustee of 401K
Common Stock	04/20/2006		A	V	23.649	A	$ 4.44	783.924	I	By Trustee of 401K
Common Stock	05/04/2006		A	V	24.648	A	$ 4.26	808.572	I	By Trustee of 401K
Common Stock	05/18/2006		A	V	26.786	A	$ 3.92	835.358	I	By Trustee of 401K
Common Stock	06/01/2006		A	V	25.99	A	$ 4.04	861.348	I	By Trustee of 401K
Common Stock	06/15/2006		A	V	25.99	A	$ 4.04	887.338	I	By Trustee of 401K
Common Stock	06/29/2006		A	V	7.216	A	$ 4.08	894.554 (1)	I	By Trustee of 401K

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 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. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy (2)	$ 4.21							03/31/2006(3)	03/31/2015	Common Stock	15,000	
Option to Buy (2)	$ 3.995							12/01/2005(4)	12/01/2015	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freyberger Kurt 201 E. FOURTH STREET CINCINNATI, OH 45202			Vice President	

Signatures

Christopher J. Wilson, Attorney-in-Fact for Kurt A. Freyberger	08/14/2006
**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) Represents number of CBB common shares held in reporting person's 401(k) plan account statement dated as of the date of this report.

(2) Option shares granted under the Cincinnati Bell Inc. 1997 Long Term Incentive Plan which is a Rule 16b-3 Plan.

(3) Options have a 3 year vesting schedule: 28% one year from grant date and 3% for each of the remaining 24 months. Options expire ten years from grant date.

(4) Options vest upon grant. Options granted on December 1, 2005 are fully vested upon grant. Shares purchased upon exercise of such options are subject to sale restrictions until the reporting person terminates employment with the Company as follows: 28% of shares purchased may be sold on or after December 1, 2006. Thereafter, an additional 3% of shares purchased per month for the remaining 24 months may be sold. Options expire ten years from grant date.

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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