

ZRNO JOHN M
Form 4
May 01, 2003

FORM 4

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

OMB APPROVAL

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

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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
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| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--------------------------------------|--|---|---|---|------------|---|---|--|-----------------------------------|
| ZRNO, JOHN M. | | | BRW | | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| 201 EAST FOURTH STREET | | | | | | | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | 5,000 | I | (1) | |

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

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

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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)

| 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Security: Direct | 11. Nature of Indirect Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|---|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|---|---|

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| | | | of (D) | | Date | Expira- tion Date | Title | Amount or Number of Shares | (Instr. 4) | (D) or Indirect (I) (Instr. 4) | |
|-------------------------------------|--------|-----------|----------------------|-----|-------|-------------------------|-----------|--|------------|--|-----|
| | | | (Instr. 3, 4 & 5) | (A) | | | | | | | (D) |
| Option to Buy⁽²⁾ | \$4.51 | 4/29/2003 | | A | 9,000 | 4/29/2003 | 4/29/2013 | Common Stock | 9,000 | 1,123,650 | D |
| Phantom Shares⁽³⁾ | | | | | | (4) | (4) | Common Stock | | 6,000 | D |

Explanation of Responses:

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

By: /s/ **John M. Zrno**

4-30-2003
Date

**Signature of Reporting Person

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

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 necessary
 (3) take any other action of any type whatsoever in connection with the foregoing which, in the
 The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform
 This Power of Attorney shall remain in full force and effect until the undersigned is no longer a director
 IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2

/s/ John M. Zrno
Signature