Edgar Filing: KELLY JAMES P - Form 4

KELLY JA Form 4										
November FORI	ЛЛ		SECU				COMMERIO	NT	PPROVAL	
	STATES			AND EX 1, D.C. 20		COMMISSIO	N OMB Number:	3235-0287		
if no lo subject Section Form 4 Form 5 obligat may co	to 16. 4 or 5 Filed pu ions Section 17 ontinue.	MENT OF rsuant to Se (a) of the P	ection 1 ublic U	SECUI (6(a) of the full till ty Hole	RITIES ne Securit lding Cor	Estimated burden hou response	Estimated average burden hours per response 0.5			
<i>See</i> Ins 1(b).	struction	30(II) 0	n uie ii	ivesuiieii	t Compa	ny Act of 1	940			
(Print or Typ	e Responses)									
1. Name and Address of Reporting Person <u>*</u> KELLY JAMES P			2. Issuer Name and Ticker or Trading Symbol BELLSOUTH CORP [BLS]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) UPS, INC., 55 GLENLAKE PARKWAY, NE			3. Date of Earliest Transaction (Month/Day/Year) 11/03/2005				(Check all applicable) <u>X</u> Director Officer (give title Dother (specify below)			
ATLANT]	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	d Date, if	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)		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		
Reminder: R	eport on a separate lin	e for each clas	ss of sect	urities bene	Perso inforn requir	ns who res nation cont red to respo	or indirectly. spond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Deferral Shares	<u>(1)</u>	11/03/2005		A <u>(2)</u>		435.8268		01/01/2010	01/01/2010	Common Stock	435.8

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
KELLY JAMES P UPS, INC., 55 GLENLAKE PARKW ATLANTA, GA 30328-3474	AY, NE	X					
Signatures							
Marcy A. Bass, Attorney in Fact	11/07/200	95					
**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) SHARES OF PHANTOM STOCK CONVERT TO COMMON STOCK ON A ONE-FOR-ONE BASIS.
- (2) SHARES OF PHANTOM STOCK ACQUIRED PURSUANT TO BELLSOUTH CORPORATION DEFERRAL PLAN IN TRANSACTIONS EXEMPT UNDER RULE 16b-3(d).

INCLUDES SHARES OF PHANTOM STOCK ACQUIRED AS A RESULT OF REINVESTMENT OF DIVIDENDS ACCRUED ON
 (3) PHANTOM SHARES PREVIOUSLY ACQUIRED UNDER VARIOUS DEFERRAL PLANS IN TRANSACTIONS EXEMPT UNDER RULE 16b-3 AND DEFERRED INTO PHANTOM ACCOUNT.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.