BELLSOUTH CORP

Form 4

November 01, 2005

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ACKERMAN F DUANE			2. Issuer Name and Ticker or Trading Symbol BELLSOUTH CORP [BLS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
1155 PEACHTREE STREET, NE,			10/28/2005	_X_ Officer (give title Other (specify below)		
SUITE 2000				Chairman and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
ATLANTA, GA 30309				Form filed by More than One Reportin		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie omr Dispose (Instr. 3, 4	d of (I))	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)
Common Stock	10/28/2005		M	231,400	A		849,857	D	
Common Stock	10/28/2005		F	208,111 (1)	D	\$ 25.79	641,746	D	
Common Stock	10/28/2005		M	412,600	A	\$ 22.19	1,054,346	D	
Common Stock	10/28/2005		F	379,453 (1)	D	\$ 25.79	674,893	D	
Common Stock	10/28/2005		M	4,616	A	\$ 21.655	679,509	D	

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Common Stock 10/28/2005 F 3,875 (1) D \$ 25.79 675,634 (1) D

Common Stock 10,599.546 I ESOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and 4	ec
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	N S
Non-Qualified Stock Option (right to buy)	\$ 21.28	10/28/2005		M	231,400	02/01/2001	02/02/2006	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 22.19	10/28/2005		M	412,600	02/03/2000	02/03/2007	Common Stock	4
Incentive Stock Option (right to buy)	\$ 21.655	10/28/2005		M	4,616	10/28/1997	04/28/2007	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
ACKERMAN F DUANE 1155 PEACHTREE STREET, NE, SUITE 2000 ATLANTA, GA 30309	X		Chairman and CEO			

Signatures

F.D. Ackerman	11/01/2005		
**Signature of	Date		

Reporting Owners 2

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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).
 - REPORTING PERSON USED SHARES HE ALREADY OWNED AND SHARES WITHHELD FROM THE EXERCISED STOCK OPTIONS FOR THE PAYMENT OF THE EXERCISE PRICE OF THE OPTIONS AND FEDERAL AND STATE TAXES DUE
- (1) UPON EXERCISE. AS A RESULT OF THESE TRANSACTIONS, THE REPORTING PERSON ACQUIRED 57,177 ADDITIONAL SHARES OF BELLSOUTH STOCK. NO SHARES WERE SOLD ON THE OPEN MARKET.

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.