

ANDERSON REUBEN V  
Form 4/A  
January 16, 2007

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDERSON REUBEN V

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)  
111 EAST CAPITOL STREET,  
SUITE 600

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/29/2006

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/04/2007

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

JACKSON, MS 39201

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 12/29/2006                           |  | D                              | 11,999 D 11 0   |   | D  |                                   |

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

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SEC 1474 (9-02)

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

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| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title                                    |
| Phantom Deferral Shares                                | <u>(2)</u>   | 12/29/2006                           |  | D                              | 24,582.9125<br><u>(2)</u> <u>(13)</u>   | <u>(2)</u>   | <u>(2)</u>      | Common Stock                             |
| Restricted Stock Units                                 | <u>(3)</u>   | 12/29/2006                           |  | D                              | 2,504   | <u>(3)</u>   | <u>(3)</u>      | Common Stock                             |
| Non-Qualified Stock Options (right to buy); Tandem SAR | \$ 21.655  | 12/29/2006                           |  | D                              | 4,000   | <u>(4)</u>   | 04/29/2007      | Common Stock                             |
| Non-Qualified Stock Options (right to buy); Tandem SAR | \$ 31.5  | 12/29/2006                           |  | D                              | 4,038   | <u>(5)</u>   | 04/27/2008      | Common Stock                             |
| Non-Qualified Stock Options (right to buy); Tandem SAR | \$ 43.625  | 12/29/2006                           |  | D                              | 5,345   | <u>(6)</u>   | 04/26/2009      | Common Stock                             |
| Non-Qualified Stock Options (right to buy); Tandem SAR | \$ 50.938  | 12/29/2006                           |  | D                              | 4,157   | <u>(7)</u>   | 04/24/2010      | Common Stock                             |
| Non-Qualified Stock Options (right to buy); Tandem SAR | \$ 40.265  | 12/29/2006                           |  | D                              | 4,762   | <u>(8)</u>   | 04/23/2011      | Common Stock                             |
| Non-Qualified Stock Options (right to buy)             | \$ 30.725  | 12/29/2006                           |  | D                              | 5,119   | <u>(9)</u>   | 04/22/2012      | Common Stock                             |
| Non-Qualified Stock Options (right to buy)             | \$ 25.065  | 12/29/2006                           |  | D                              | 4,877   | <u>(10)</u>  | 05/01/2013      | Common Stock                             |
| Non-Qualified Stock Options (right to buy)             | \$ 26.03   | 12/29/2006                           |  | D                              | 5,429   | <u>(11)</u>  | 05/01/2014      | Common Stock                             |
| Non-Qualified Stock Options (right to buy)             | \$ 26.4  | 12/29/2006                           |  | D                              | 8,471   | <u>(12)</u>  | 05/01/2015      | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ANDERSON REUBEN V<br>111 EAST CAPITOL STREET, SUITE 600<br>JACKSON, MS 39201 |               |           | X       |       |

## Signatures

Marcy A. Bass, Attorney  
in Fact 01/16/2007

\_\_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) Disposed of pursuant to Agreement and Plan of Merger dated as of March 4, 2006 by and among the Company, AT&T Inc. and a wholly owned subsidiary of AT&T Inc. (the "merger") in exchange for shares of AT&T common stock. Reporting person received 1.325 shares of AT&T common stock in exchange for each share of BellSouth common stock on December 29, 2006, the effective date of the merger (the "effective date of the merger").
- (2) These 24,582.9125 shares of BellSouth phantom stock were replaced by 32,572.3591 shares of AT&T phantom stock on the effective date of the merger.
- (3) These restricted stock units were paid out in shares of BellSouth common stock on the effective date of the merger and are reflected on Table 1 of this Form 4.
- (4) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 5,300 shares of AT&T common stock for \$16.35 per share on the effective date of the merger.
- (5) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 5,350 shares of AT&T common stock for \$23.78 per share on the effective date of the merger.
- (6) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 7,082 shares of AT&T common stock for \$32.93 per share on the effective date of the merger.
- (7) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 5,508 shares of AT&T common stock for \$38.45 per share on the effective date of the merger.
- (8) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 6,309 shares of AT&T common stock for \$30.39 per share on the effective date of the merger.
- (9) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 6,782 shares of AT&T common stock for \$23.19 per share on the effective date of the merger.
- (10) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 6,462 shares of AT&T common stock for \$18.92 per share on the effective date of the merger.
- (11) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 7,193 shares of AT&T common stock for \$19.65 per share on the effective date of the merger.
- (12) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 11,224 shares of AT&T common stock for \$19.93 per share on the effective date of the merger.
- (13) The Form 4A filed on 1/11/2007 incorrectly reported the number of derivative securities in this column. The correct number is 24,582.9125.

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.