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NEUMEISTER ROBERT M JR

Form 5

February 14, 2006

FORM	15							OMB AF	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB Number:	3235-0362			
Check this no longer		wa	snington, D	.C. 20549	,			Expires:	January 31, 2005		
to Section Form 4 or 5 obligation may conti	Form ANN ons nue.	ENT OF CHANGES IN BENE RSHIP OF SECURITIES					Estimated a burden hou response	verage			
1(b). Form 3 H Reported Form 4 Transactic Reported	oldings Section 17(a	uant to Section 1) of the Public U 30(h) of the Ir	tility Holdin	g Compa	ny A	ct of 1	1935 or Section	n			
NEUMEISTER ROBERT M JR s			2. Issuer Name and Ticker or Trading Symbol DEX MEDIA INC [DEX]				5. Relationship of Reporting Person(s) to Issuer				
(Last)		(Month/I 12/31/2					Director Officer (give	title X_ Oth	Owner		
	MEDIA, INC., 19 SS DRIVE WEST	98				t	pelow) Form	below) ner EVP & CFC	•		
			mendment, Date Original fonth/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line)					
ENGLEWO	OOD, CO 8011	2				_	_X_ Form Filed by Merson	One Reporting Po			
(City)	(State) (Zip) Tab	le I - Non-Deri	vative Sec	urities	s Acqui	ired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	on Date, if Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
a				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)				
Common Stock	05/14/2005	Â	G	50,000	D	\$0	32,090 (1)	D	Â		
	port on a separate line sificially owned directly		contained in	n this forr	n are	not re	lection of infor equired to resp lid OMB contro	ond unless	SEC 2270 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration		Number	
						Exercisable Date		of		
					(A) (D)				Shares	

Deletionship

of D

 $\mathbf{F}_{\mathbf{i}}$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NEUMEISTER ROBERT M JR						
C/O DEX MEDIA, INC.	â	â	â	Former EVP & CFO		
198 INVERNESS DRIVE WEST	А	А	Α	ronner EVP & Cro		
ENGLEWOOD Â COÂ 80112						

Signatures

Suzanne L. Yazzie, by Power of Attorney 02/14/2006

**Signature of Reporting Person

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).

Date

All these shares have been disposed of pursuant to the merger agreement between issuer and R.H. Donnelley Corporation (RHD). Under (1) the merger agreement, each share of Dex Media, Inc. common stock outstanding immediately prior to the effective time of the merger was converted into the right to receive 0.24154 of a share of RHD common stock and \$12.30 in cash.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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