

ANDERSON RICHARD A  
Form 4  
April 30, 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).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Anderson, Richard A.</b> (Last) (First) (Middle) <b>1155 Peachtree Street NE, Suite 1701</b> (Street) <b>Atlanta, GA 30309</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>BellSouth Corporation (BLS)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President - Customer Markets</b>				
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>04/28/03</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
5. If Amendment, Date of Original (Month/Day/Year)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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 Transactions(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			

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 of (D)	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) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4 & 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		or Indirect (I) (Instr. 4)
				Code	V (A) (D)						
Incentive Stock Option (right to buy)	\$24.245	04/28/03		A	4,124	10/28/03	04/28/13	Common Stock	4,124		4,124

Explanation of Responses:

By: /s/ Marcy A. Bass  
**Attorney in Fact**  
 \*\*Signature of Reporting Person

04/30/03  
 Date

\*\*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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STATE OF GEORGIA

COUNTY OF FULTON

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Rebecca M. Dunn, Corporate Secretary, Marcy A. Bass, Assistant Corporate Secretary, or Deborah F. Baker, Assistant Corporate Secretary, and any of them, or their successors in office, as attorneys in fact to execute and cause to be filed from time to time with the United States Securities and Exchange Commission (the "Commission") in his/her name, place and stead, reports pursuant to Section 16(a) of the Securities and Exchange Act of 1934, as amended, as to his/her beneficial ownership of securities of BellSouth Corporation. This power shall remain in force until revoked in writing and may be relied upon by the Commission as being in force until it is notified in writing of such revocation.

IN WITNESS WHEREOF, the undersigned has herewith set his/her hand on this 30th day of April, 2003.

Richard A. Anderson

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 Richard A. Anderson