

BELLSOUTH CORP  
Form 4  
August 09, 2006

**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 \*  
HARRIS ISAIAH JR

(Last) (First) (Middle)  
2247 NORTHLAKE PARKWAY,  
SUITE 1026  
(Street)

TUCKER, GA 30084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BELLSOUTH CORP [BLS]

3. Date of Earliest Transaction (Month/Day/Year)  
08/07/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President-BLS A&P Group

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 08/07/2006                           |  | M                              |   | 104,500 A \$ 21.745   | 178,460  | D   |
| Common Stock                    | 08/07/2006                           |  | S                              |   | 300 D \$ 40.46  | 178,160  | D   |
| Common Stock                    | 08/07/2006                           |  | S                              |   | 5,100 D \$ 40.45  | 173,060  | D   |
| Common Stock                    | 08/07/2006                           |  | S                              |   | 2,100 D \$ 40.44  | 170,960  | D   |
| Common Stock                    | 08/07/2006                           |  | S                              |   | 2,900 D \$ 40.43  | 168,060  | D   |

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|              |            |   |        |   |          |           |   |      |
|--------------|------------|---|--------|---|----------|-----------|---|------|
| Common Stock | 08/07/2006 | S | 1,700  | D | \$ 40.42 | 166,360   | D |      |
| Common Stock | 08/07/2006 | S | 1,200  | D | \$ 40.41 | 165,160   | D |      |
| Common Stock | 08/07/2006 | S | 900    | D | \$ 40.4  | 164,260   | D |      |
| Common Stock | 08/07/2006 | S | 300    | D | \$ 40.39 | 163,960   | D |      |
| Common Stock | 08/07/2006 | S | 17,200 | D | \$ 40.38 | 146,760   | D |      |
| Common Stock | 08/07/2006 | S | 1,100  | D | \$ 40.37 | 145,660   | D |      |
| Common Stock | 08/07/2006 | S | 3,300  | D | \$ 40.35 | 142,360   | D |      |
| Common Stock | 08/07/2006 | S | 22,500 | D | \$ 40.3  | 119,860   | D |      |
| Common Stock | 08/07/2006 | S | 5,700  | D | \$ 40.28 | 114,160   | D |      |
| Common Stock | 08/07/2006 | S | 6,500  | D | \$ 40.27 | 107,660   | D |      |
| Common Stock | 08/07/2006 | S | 3,800  | D | \$ 40.26 | 103,860   | D |      |
| Common Stock | 08/07/2006 | S | 23,000 | D | \$ 40.25 | 80,860    | D |      |
| Common Stock | 08/07/2006 | S | 1,800  | D | \$ 40.23 | 79,060    | D |      |
| Common Stock | 08/07/2006 | S | 4,700  | D | \$ 40.22 | 74,360    | D |      |
| Common Stock | 08/07/2006 | S | 400    | D | \$ 40.21 | 73,960    | D |      |
| Common Stock |            |   |        |   |          | 2,310,773 | I | ESOP |

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

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**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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options (right to buy) | \$ 21.745  | 08/07/2006                           |  | M                              | 104,500   | 03/03/2006 03/03/2013                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| HARRIS ISAIAH JR<br>2247 NORTHLAKE PARKWAY, SUITE 1026<br>TUCKER, GA 30084 |               |           | President-BLS A&P Group |       |

## Signatures

Rebecca M. Dunn, Attorney in Fact  
 08/09/2006  
 \*\*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).
- 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.