

Boniface Barry L  
 Form 3  
 January 10, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Boniface Barry L		(Month/Day/Year)	BELLSOUTH CORP [BLS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1155 PEACHTREE STREET, SUITE 2004			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Strategy & Dev Ofcr	
ATLANTA,Â GAÂ		30309-7629	6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	69,670 <sup>(1)</sup>	D	Â
Common Stock	2,009.038	I	ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Deferral Shares	01/01/2010	01/01/2011	Common Stock	5,059.799	\$ <sup>(2)</sup>	D	Â
Non-Qualified Stock Options (right to buy)	02/01/2004	02/01/2011	Common Stock	76,000	\$ 42.25	D	Â
Non-Qualified Stock Options (right to buy)	03/01/2005	03/01/2012	Common Stock	64,400	\$ 39.02	D	Â
Non-Qualified Stock Options (right to buy)	11/25/2005	11/25/2012	Common Stock	32,200	\$ 28.08	D	Â
Non-Qualified Stock Options (right to buy)	03/03/2006	03/03/2013	Common Stock	68,000	\$ 21.745	D	Â
Incentive Stock Options (right to buy)	10/26/2004	04/26/2014	Common Stock	3,792	\$ 26.365	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boniface Barry L 1155 PEACHTREE STREET, SUITE 2004 ATLANTA, GA 30309-7629	Â	Â	Â Chief Strategy & Dev Ofcr	Â

## Signatures

Barry L.  
Boniface

01/09/2006

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 52,816 of these shares are restricted shares subject to vesting as follows: 12,500 shares will vest on 11/25/2006; 9,850 shares will vest on 3/1/2007; 18,066 shares will vest on 1/3/2008; and 12,400 shares will vest on 3/1/2008.
- (2) Converts to common stock on a one-for-one basis.

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### Remarks:

Remarks: Â Â ExhibitÂ 24Â -Â LimitedÂ PowerÂ ofÂ Attorney

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.