

Boniface Barry L
 Form 4
 January 04, 2007

FORM 4

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

OMB APPROVAL

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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 *
 Boniface Barry L

(Last) (First) (Middle)

1155 PEACHTREE STREET,
 SUITE 2004

(Street)

ATLANTA, GA 30309-7629

(City) (State) (Zip)

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

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

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)
 Chief Strategy & Dev Ofcr

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	(A) or (D)	Price
Common Stock	12/29/2006		D		64,877	D	0
Common Stock	12/29/2006		D		2,069.352	D	0
						I	ESOP

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

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SEC 1474
 (9-02)

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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) (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	(2)	12/29/2006		D	5,227.361	(2) (2)	Common Stock
Restricted Stock Units	(3)	12/29/2006		D	9,700	(3) 03/01/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.25	12/29/2006		D	76,000	(4) 02/01/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 39.02	12/29/2006		D	64,400	(5) 03/01/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.08	12/29/2006		D	32,200	(6) 11/25/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.745	12/29/2006		D	68,000	(7) 03/03/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 26.365	12/29/2006		D	3,792	(8) 04/26/2014	Common Stock

Reporting Owners

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

Signatures

Marcy A. Bass, Attorney
in Fact 01/04/2007

**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).

- 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 having a market value of \$47.37 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").
- (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 having a market value of \$47.37 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 shares of BellSouth phantom stock were replaced by 6,926.25 shares of AT&T phantom stock on the effective date of the merger.
 - (3) These restricted stock units were converted to AT&T restricted stock units on the effective date of the merger.
 - (4) This option was assumed by AT&T Inc. in the merger and replaced with an option to purchase 100,700 shares of AT&T common stock for \$31.89 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 85,330 shares of AT&T common stock for \$29.45 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 42,665 shares of AT&T common stock for \$21.20 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 90,100 shares of AT&T common stock for \$16.42 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 5,024 shares of AT&T common stock for \$19.90 per share on the effective date of the merger.

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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