

IDEARC INC.
Form 4/A
March 31, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARLESS KATHERINE J

(Last) (First) (Middle)

2200 WEST AIRFIELD DRIVE

(Street)

DFW AIRPORT, TX 75261

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IDEARC INC. [IAR]

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

02/22/2008

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

02/26/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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)
Common Stock	02/22/2008		D	141,387	D \$ 0	61,206 ⁽¹⁾	D
Common Stock	02/22/2008		F	3,140	D \$ 6.91	58,066 ⁽²⁾	D
Common Stock	03/13/2008		F	237	D \$ 4.55	57,829 ⁽²⁾	D
Common Stock						3,370	I

By 401(k)
Plan

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARLESS KATHERINE J 2200 WEST AIRFIELD DRIVE DFW AIRPORT, TX 75261	X

Signatures

Belinda Belew, Attorney-in-fact for Katherine J. Harless 03/31/2008

__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).
- (1) In connection with her separation from the company, Ms. Harless forfeited 125,136 shares of restricted stock and 16,251 dividend equivalent RSUs granted to her under the company's 2007 Long Term Incentive Plan. The dividend equivalent RSUs accrued on the shares of restricted stock held by Ms. Harless when and as dividends were paid on Idearc common stock. The dividend equivalent RSUs were subject to the same vesting provisions as the shares of restricted stock to which they relate.
- (2) In connection with her separation from the company, a prorated portion of the shares of restricted stock and dividend equivalent RSUs held by Ms. Harless vested under her award agreement. Of these shares, 3,377 shares were used to satisfy tax withholding obligations.

Remarks:

This amendment is being filed to reflect additional RSU dividend equivalents. The number of these additional RSU dividend

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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