

Winborne Raymond E Jr  
 Form 3  
 January 30, 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)

<p>1. Name and Address of Reporting Person *</p> <p>Winborne Raymond E Jr</p> <p>(Last) (First) (Middle)</p> <p>1155 PEACHTREE STREET,                  SUITE 1706</p> <p>(Street)</p> <p>ATLANTA, GA 30309</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/23/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BELLSOUTH CORP [BLS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Controller</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	10,648 <sup>(1)</sup>	D	GA

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)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	12/15/2001	12/15/2010	Common Stock	20,000	\$ 43.6563	D	Â
Non-Qualified Stock Option (right to buy)	02/01/2002	02/01/2009	Common Stock	3,200	\$ 45.5313	D	Â
Non-Qualified Stock Option (right to buy)	02/01/2003	02/01/2010	Common Stock	3,500	\$ 45.6563	D	Â
Non-Qualified Stock Option (right to buy)	03/01/2003	03/01/2010	Common Stock	2,567	\$ 42.3125	D	Â
Non-Qualified Stock Option (right to buy)	04/28/2003	04/28/2010	Common Stock	10,000	\$ 48.5313	D	Â
Non-Qualified Stock Option (right to buy)	07/03/2003	07/03/2010	Common Stock	5,000	\$ 43	D	Â
Non-Qualified Stock Option (right to buy)	02/01/2004	02/01/2011	Common Stock	8,000	\$ 42.25	D	Â
Non-Qualified Stock Option (right to buy)	03/01/2005	03/01/2012	Common Stock	10,000	\$ 39.02	D	Â
Non-Qualified Stock Option (right to buy)	11/25/2005	11/25/2012	Common Stock	5,000	\$ 28.08	D	Â
Non-Qualified Stock Option (right to buy)	06/02/2006	06/02/2013	Common Stock	3,200	\$ 26.775	D	Â
Non-Qualified Stock Option (right to buy)	03/03/2006	03/03/2013	Common Stock	15,500	\$ 21.745	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winborne Raymond E Jr 1155 PEACHTREE STREET, SUITE 1706 ATLANTA, GA 30309	Â	Â	Â Controller	Â

## Signatures

Raymond E.  
Winborne, Jr. 01/30/2006

\*\*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)

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8,983 of these shares are restricted shares subject to vesting as follows: 2,100 shares will vest on 11/25/06; 167 shares will vest on 12/15/06; 2,650 shares will vest on 3/1/07; 166 shares will vest on 12/15/07; and, 3,900 shares will vest on 3/1/08.

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.