

BELLSOUTH CORP  
Form 10-K/A  
March 01, 2006

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

FORM 10-K/A

(Mark  
One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2005 OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from to COMMISSION FILE NUMBER 1-8607  
BELLSOUTH CORPORATION

A GEORGIA CORPORATION

I.R.S. EMPLOYER  
NO. 58-1533433

1155 Peachtree Street, N.E., Room 15G03, Atlanta, Georgia 30309-3610  
Telephone number 404-249-2000

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS

NAME OF EACH EXCHANGE  
ON WHICH REGISTERED

See Attachment.

See Attachment.

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No   
At January 31, 2006, 1,797,816,495 shares of Common Stock and Preferred Stock Purchase Rights were outstanding.

At June 30, 2005, the aggregate market value of the voting and non-voting common stock held by nonaffiliates was \$48,669,758,806 based on the closing sale price as reported on the New York Stock Exchange.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement issued in connection with the 2006 annual meeting of shareholders filed with the SEC within 120 days after December 31, 2005 (Part III).

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**EXPLANATORY NOTE**

This Amendment is being made solely for the purpose of furnishing an unofficial pdf of the 2005 Form 10-K filed on February 28, 2006 that conforms to the official html filing, which remains unchanged.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

BELLSOUTH CORPORATION

/s/ Raymond E. Winborne, Jr.

Raymond E. Winborne, Jr.

Controller

March 1, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934, this amendment has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

PRINCIPAL EXECUTIVE OFFICER:

F. Duane Ackerman\*

CHAIRMAN OF THE BOARD

AND CHIEF EXECUTIVE OFFICER

PRINCIPAL FINANCIAL OFFICER:

W. Patrick Shannon\*.

CHIEF FINANCIAL OFFICER

PRINCIPAL ACCOUNTING OFFICER:

Raymond E. Winborne, Jr.\*

CONTROLLER

DIRECTORS:

F. Duane Ackerman\*

Reuben V. Anderson\*

James H. Blanchard\*

J. Hyatt Brown\*

Armando M. Codina\*

Mark L. Feidler\*

Kathleen F. Feldstein\*

James P. Kelly\*

Leo F. Mullin\*

Robin B. Smith\*

William S. Stavropoulos\*

\*By: /s/ Raymond E. Winborne, Jr.

Raymond E. Winborne, Jr.

(INDIVIDUALLY AND AS ATTORNEY-IN-FACT)

March 1, 2006