

DEX MEDIA INC
Form 4
February 03, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Burnett George

(Last) (First) (Middle)

C/O DEX MEDIA INC., 198
INVERNESS DRIVE WEST

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEX MEDIA INC [DEX]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2006

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)
President, CEO & Director

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	01/31/2006		D	225,560	D	<u>(1)</u>	0 <u>(1)</u>	D	
Common Stock	01/31/2006		D	101,100	D	<u>(2)</u>	0 <u>(2)</u>	I	By Trust

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (right to buy)	\$ 4.64	01/31/2006		D	513,100 (3)	(3) 11/08/2012	11/08/2012	Common Stock	513,100 (3)
Employee Stock Options (right to buy)	\$ 4.64	01/31/2006		D	513,080 (4)	(4) 09/09/2013	09/09/2013	Common Stock	513,080 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burnett George C/O DEX MEDIA INC. 198 INVERNESS DRIVE WEST ENGLEWOOD, CO 80112	X		President, CEO & Director	

Signatures

/s/ Suzanne Yazzie, Attorney in Fact for the Reporting Person

02/02/2006

**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 merger agreement between issuer and R.H. Donnelley Corporation (RHD) in exchange for 54,481 shares of RHD common stock having a market value of \$64.01 per share on the effective date of the merger and \$2,774,388 in cash. In the merger agreement, each share of Dex Media, Inc. common stock outstanding immediately prior to the effective time of the merger was converted into the right to receive .24154 of a share of RHD common stock and \$12.30 in cash.
- Disposed of pursuant to merger agreement between issuer and RHD in exchange for 24,395 shares of RHD common stock having a market value of \$64.01 per share on the effective date of the merger and \$1,242,300 in cash. In the merger agreement, each share of Dex Media, Inc. common stock outstanding immediately prior to the effective time of the merger was converted into the right to receive .24154 of a share of RHD common stock and \$12.30 in cash. These shares were held by two irrevocable trusts for the benefit of Mr. Burnett's children for which George Burnett, Robert C. Burnett, and Todd S. McCuaig serve as the co-trustees. Mr. Burnett disclaims

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beneficial ownership of these 101,000 shares.

This option, which provided for vesting in 25% of these shares in four equal installments of 6.25% beginning December 31, 2004 and in the remaining 75% of these shares on the eighth anniversary of the grant date, subject to earlier vesting based on the issuer's satisfaction

- (3) of certain performance criteria for each of the calendar years ending December 31st of 2004 through 2007, was assumed by RHD pursuant to the merger agreement and replaced with an option to purchase 221,028 shares RHD common stock at an exercise price of \$10.78 per share.

This option, which provided for vesting in 25% of these shares in four equal installments of 6.25% beginning December 31, 2004 and in the remaining 75% of these shares on the eighth anniversary of the grant date, subject to earlier vesting based on the issuer's satisfaction

- (4) of certain performance criteria for each of the calendar years ending December 31st of 2004 through 2007, was assumed by RHD pursuant to the merger agreement and replaced with an option to purchase 221,019 shares RHD common stock at an exercise price of \$10.78 per share.

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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