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BELLSOUTH CORP  
Form 8-K  
June 28, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
June 22, 2004

BELLSOUTH CORPORATION  
(Exact name of registrant as specified in its charter)

Georgia (State or other jurisdiction of incorporation)	1-8607 (Commission File Number)	58-1533433 (IRS Employer Identification No.)
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Room 15G03, 1155 Peachtree Street, N. E., Atlanta, Georgia (Address of principal executive offices)	30309-3610 (Zip Code)
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Registrant's telephone number, including area code  
(404) 249-2000

Item 5. Other Events and Regulation FD Disclosure

On June 22, 2004, BellSouth announced the issuance and sale of \$700,000,000 aggregate principal amount of 6.55% Notes due 2034. The Registrant is filing this Current Report on Form 8-K so as to file with the Commission certain items that are to be incorporated by reference into its Registration Statements (File No. 333-67084 and 333-77053).

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit No.

1	Underwriting Agreement dated as of June 22, 2004 between BellSouth Corporation and Goldman Sachs & Co. and Citigroup Global Markets Inc., as representatives of the several underwriters.
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4	Form of Note
12	Ratio of Earnings to Fixed Charges

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BELLSOUTH CORPORATION

By: /s/Ronald M. Dykes  
Ronald M. Dykes  
Chief Financial Officer  
June 22, 2004