

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 *
Basile Anthony

(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)
VP, Central Services

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3) Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 4.64 01/31/2006		D	19,248 <u>(1)</u>	<u>(1)</u>	11/08/2012	Common Stock	19,248
Employee Stock Options (right to buy)	\$ 4.64 01/31/2006		D	19,236 <u>(2)</u>	<u>(2)</u>	09/09/2013	Common Stock	19,236
Employee Stock Options (right to buy)	\$ 4.64 01/31/2006		D	55,304 <u>(3)</u>	<u>(3)</u>	04/21/2014	Common Stock	55,304

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Basile Anthony C/O DEX MEDIA INC. 198 INVERNESS DRIVE WEST ENGLEWOOD, CO 80112	VP, Central Services

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).

(1) 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 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 8,291 shares RHD common stock at an exercise price of \$10.78 per share.

(2)

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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 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 8,286 shares RHD common stock at an exercise price of \$10.78 per share.

- (3) This option, which provided for vesting in 25% of these shares in five equal installments of 5% 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 of certain performance criteria for each of the calendar years ending December 31st of 2004 through 2008, was assumed by RHD pursuant to the merger agreement and replaced with an option to purchase 23,823 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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