

DEX MEDIA INC
Form 4
February 03, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Linda

(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
__X__ Officer (give title below) ____ Other (specify
below) below)

Senior VP, Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2006		D		56,830	D	11 0

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

**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
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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)

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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)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
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Employee Stock Options (right to buy)	\$ 4.64	01/31/2006		D			102,620 (2)	(2)	01/02/2013	Common Stock	102,620
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Employee Stock Options (right to buy)	\$ 4.64	01/31/2006		D			102,620 (3)	(3)	09/09/2013	Common Stock	102,620
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Linda C/O DEX MEDIA INC. 198 INVERNESS DRIVE WEST ENGLEWOOD, CO 80112			Senior VP, Sales	

Signatures

/s/ Suzanne Yazzie, Attorney in Fact for 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) Disposed of pursuant to merger agreement between issuer and R.H. Donnelley Corporation (RHD) in exchange for 13,726 shares of RHD common stock having a market value of \$64.01 per share on the effective date of the merger and \$699,009 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.

(2) 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 44,205 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 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

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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 44,205 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. 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.