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KELLY JA Form 4	AMES P									
November	23, 2004									
FOR	M 4						PPROVAL			
	UNITED		CURITIES A Washington	AND EXCHANGE , D.C. 20549	COMMISSION	OMB Number:	3235-0287			
Check if no lo subject Section Form 4 Form 5	to SIAIE	MENT OF CH	Expires: Estimated a burden hou response	urs per						
obligat may co	ions Section 17	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	e Responses)									
1. Name and Address of Reporting Person <u>*</u> KELLY JAMES P			Issuer Name and ibol LLSOUTH C	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) ((Chec	eck all applicable)				
UPS, INC., 55 GLENLAKE PARKWAY, NE			onth/Day/Year) 22/2004		X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			Amendment, Dadden (Month/Day/Yea	-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
ATLANT	A, GA 30328-3474	4			Person		porting			
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities A	cquired, Disposed of	f, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	SecuritiesHBeneficially(Owned(Following(Reported(Transaction(s)	6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V		(Instr. 3 and 4)					
Reminder: Ro	eport on a separate lin	e for each class of	f securities benef	information cont required to respo	or indirectly. spond to the collec ained in this form ond unless the for ntly valid OMB con	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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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	A N S
Phantom Deferral Shares	<u>(1)</u>	11/22/2004		A <u>(2)</u>		118.3686		01/01/2007(3)	01/01/2011 <u>(3)</u>	Common Stock	1

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
KELLY JAMES P UPS, INC., 55 GLENLAKE PARKW ATLANTA, GA 30328-3474	AY, NE	Х					
Signatures							
Marcy A. Bass, Attorney in Fact	11/23/200)4					
**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) SHARES OF PHANTOM STOCK CONVERT TO COMMON STOCK ON A ONE-FOR-ONE BASIS.
- (2) SHARES OF PHANTOM STOCK ACQUIRED PURSUANT TO BELLSOUTH CORPORATION DEFERRAL PLAN IN TRANSACTIONS EXEMPT UNDER RULE 16b-3(d).
- (3) PAID OUT 1/5TH PER YEAR BEGINNING ON 1/1/07.

 INCLUDES SHARES OF PHANTOM STOCK ACQUIRED AS A RESULT OF REINVESTMENT OF DIVIDENDS ACCRUED ON
 (4) PHANTOM SHARES PREVIOUSLY ACQUIRED UNDER VARIOUS DEFERRAL PLANS IN TRANSACTIONS EXEMPT UNDER RULE 16b-3 AND DEFERRED INTO PHANTOM ACCOUNT.

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.