

BELLSOUTH CORP  
Form DEFA14A  
March 10, 2004

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**BellSouth Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- Fee paid previously with preliminary materials.

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- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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March 12, 2004

**MEMORANDUM**

TO: BellSouth Officers

FROM: Becky Dunn

BellSouth shareholders will be receiving their 2004 Annual Meeting material, including their Proxy Statement and 2003 Annual Report, in the mail over the next few weeks. Employee shareholders, including officers, will receive this material on Monday, March 15 via an e-mail from BellSouth Shareholder Services. Your vote matters. Since our officer team owns a significant percentage of the shares owned by all employees, it is very important that you open the e-mail and vote your proxy. The e-mail will contain links to the proxy material and the secure proxy voting site. It will also contain a unique control number that will allow you to vote online or by telephone. **Please do not delete that e-mail before voting!**

This year's Proxy Statement includes several important proposals, one of which is to approve the new BellSouth Corporation Stock and Incentive Compensation Plan. Our current incentive compensation plan will expire this year and the new plan is intended to replace that plan and allow the grant of incentive compensation awards in the future.

In addition, there is a Directors' proposal to amend the By-laws to provide for the annual election of the members of the Board of Directors. To be adopted, this proposal must be approved by the owners of 75% of the Company's outstanding shares. Passage of this amendment will strengthen BellSouth's corporate governance practices.

**Please take the time to vote!**

If you have any questions or problems voting, please contact Larry Littrel at 404-249-3444 or Belinda Massafra at 404-249-2410.

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March 10, 2004

**MEMORANDUM**

TO: BellSouth Retired Officers  
BellSouth Retired Directors

FROM: Becky Dunn

BellSouth shareholders will be receiving their 2004 Annual Meeting material, including their Proxy Statement and 2003 Annual Report, in the mail over the next few weeks. As in previous years, all of the proposals to be voted on are important. This year, your vote is especially critical because the Directors' proposal to amend the By-laws to provide for the annual election of the members of the Board of Directors requires approval by the owners of 75% of the outstanding shares. Passage of this amendment will strengthen BellSouth's corporate governance practices.

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Additionally, the Proxy Statement includes a proposal to approve the new BellSouth Corporation Stock and Incentive Compensation Plan. Our current incentive compensation plan will expire this year and the new plan is intended to replace that plan and allow the grant of incentive compensation awards in the future.

**We need your support! Please take the time to read the Proxy Statement and vote your proxy.**

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