

DEX MEDIA INC
Form 4
November 14, 2005

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)
11/09/2005

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 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 | 11/09/2005 | | M | | 21,662 | A | \$ 4.64 |
| | | | | | 49,025 | (1) | |
| Common Stock | 11/09/2005 | | S | | 38,612 | D | \$ 26.977 |
| | | | | | 10,413 | (1) | |

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

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(9-02)

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

| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (right to buy) | \$ 4.64 | 11/09/2005 | | M | 6,422 | <u>(2)</u> 11/08/2012 | Common Stock | 6,422 |
| Empolyee Stock Options (right to buy) | \$ 4.64 | 11/09/2005 | | M | 6,414 | <u>(2)</u> 09/09/2013 | Common Stock | 6,414 |
| Employee Stock Options (right to buy) | \$ 4.64 | 11/09/2005 | | M | 8,826 | <u>(3)</u> 04/21/2014 | Common Stock | 8,826 |

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, by Power of Attorney
11/14/2005

**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) Includes options exercisable within 60 days of the date hereof.

The option to purchase 25% of these shares vests in equal installments of 6.25% December 31st of each of the years 2004 through 2007.

(2) The option to purchase the remaining 75% of the shares vests 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.

The option to purchase 25% of these shares vests in equal installments of 5% December 31st of each of the years 2004 through 2008. The

(3) option to purchase the remaining 75% of the shares vests 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.

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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