

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 *
Pomeroy Scott

(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)
Executive VP and CFO

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/31/2006		D	57,500 D 11 0		D	

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)

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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
- (2) 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 16,580 shares RHD common stock at an exercise price of \$10.78 per share.

- 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
- (3) 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 16,571 shares RHD common stock at an exercise price of \$10.78 per share.

- 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
- (4) 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 13,814 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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