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BELLSOUTH CORP  
Form S-8 POS  
April 30, 2004

As filed with the Securities and Exchange Commission on April 30, 2004

Registration No. 333-105709

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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BELLSOUTH CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

A Georgia Corporation  
(State or Other Jurisdiction of  
Incorporation or Organization)

I.R.S. Employer No. 58-1533433  
(I.R.S. Employer Identification Number)

1155 Peachtree St., N.E.  
Atlanta, Georgia 30309-3610  
Telephone Number (404) 249-2000  
(Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Registrant's Principal Executive Offices)

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BellSouth Corporation  
Employee Stock Investment Plan  
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Agent for Service  
Stacey K. Geer  
BellSouth Corporation  
1155 Peachtree St., N.E., Suite 1800  
Atlanta, Georgia 30309-3610  
Telephone Number 404-249-4445  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)  
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EXPLANATORY NOTE

The Registrant hereby deregisters 1,377,700 shares of common stock covered by this Registration Statement (File No. 333-105709), which were not issued by the Registrant pursuant to the Registration Statement and related prospectus. The shares were originally registered in connection with the Employee Stock Investment Plan. On November 25, 2003, the Registrant took action to terminate the Plan effective December 31, 2003. Purchases of shares pursuant to the Plan ceased as of January 30, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly authorized, in the City of Atlanta and State of Georgia, on the 30th day of April, 2004.

BELLSOUTH CORPORATION

BY: /s/ W. Patrick Shannon  
W. Patrick Shannon  
Vice President - Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Principal Executive Officer:

F. Duane Ackerman\* Chairman of the Board, President and Chief Executive Officer

Principal Financial Officer:

Ronald M. Dykes\* Chief Financial Officer

Principal Accounting Officer:

W. Patrick Shannon\* Vice President - Finance

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Directors:

F. Duane Ackerman\*  
Reuben V. Anderson\*  
James H. Blanchard\*  
J. Hyatt Brown  
Armando M. Codina\*  
Kathleen F. Feldstein\*  
James P. Kelly\*  
Leo F. Mullin \*  
Robin B. Smith\*  
William S. Stavropoulos\*

\*By: /s/ W. Patrick Shannon  
W. Patrick Shannon,  
individually and as attorney-in-fact

April 30, 2004