

DEX MEDIA INC  
Form 4  
February 02, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Crump Cathy A

(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) below)  
VP, Sales

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	01/31/2006		D		400	D	<u>11</u> 0 <sup>(1)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 24.36	01/31/2006		D		5,600 <u>(2)</u>		<u>(2)</u>	12/14/2014	Common Stock	5,600
Employee Stock Options (right to buy)	\$ 4.64	01/31/2006		D		12,960 <u>(3)</u>		<u>(3)</u>	03/04/2014	Common Stock	12,960

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crump Cathy A C/O DEX MEDIA INC. 198 INVERNESS DRIVE WEST ENGLEWOOD, CO 80112			VP, Sales	

## Signatures

/s/ Suzanne Yazzie, Attorney in Fact for Reporting Person

02/02/2006

\_\_\_\_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) Disposed of pursuant to merger agreement between issuer and R.H. Donnelley Corporation (RHD) in exchange for 96 shares of RHD common stock having a market value of \$64.01 per share on the effective date of the merger and \$4,920 in cash. In the merger agreement, each share of Dex Media, Inc. common stock outstanding immediately prior to the effective time of the merger was converted into the right to receive .24154 of a share of RHD common stock and \$12.30 in cash.
- (2) This option, which provided for vesting in four equal installments beginning December 31, 2005, was assumed by RHD pursuant to the merger agreement and replaced with an option to purchase 2,412 shares RHD common stock at an exercise price of \$56.55 per share.
- (3) 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 of certain performance criteria for each of the calendar years ending December 31st of 2004 through 2007, was assumed by RHD

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pursuant to the merger agreement and replaced with an option to purchase 5,582 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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