

MCI INC
Form 3/A
January 06, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â VERIZON COMMUNICATIONS INC | | | (Month/Day/Year) | MCI INC [MCIP] | |
| (Last) | (First) | (Middle) | | | |
| 140 WEST STREET | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10007 | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | | 04/09/2005 | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$.01 per share ⁽¹⁾ <u>(2)</u> | 1,339 | I | Ultimate parent of Verizon New York Inc. |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VERIZON COMMUNICATIONS INC 140 WEST STREET NEW YORK, NY 10007 | ^ | ^ X | ^ | ^ |
| Eli Acquisition, LLC 140 WEST STREET NEW YORK, NY 10007 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Verizon Communications Inc. - Marianne Drost - Senior Vice President, Deputy General Counsel and Corporate Secretary | 01/06/2006 |
| __Signature of Reporting Person | Date |
| /s/ Eli Acquisition, LLC - Marianne Drost - Vice President and Secretary | 01/06/2006 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The original Form 3 filed on April 9, 2005 is being amended to include additional shares which may be deemed to be owned by Verizon Communications Inc. but were inadvertently omitted from the original Form 3. Per the SEC guidelines, this Form 3/A is only adding
- (1) these additional shares of MCI's common stock and not restating the previously reported Table I items, except that the following language shall be deleted from footnote (2) of the original Form 3: "Verizon Communications Inc. does not have any interest in shares of MCI, Inc.'s common stock independent of its ownership interest in Eli Acquisition LLC."
 - (2) Shares beneficially owned by Verizon Communications Inc. Verizon New York Inc. is an indirect wholly-owned subsidiary of Verizon Communications Inc. and acquired these shares on December 2, 2004. Because of Verizon Communications Inc.'s ownership of Verizon New York Inc., each may be deemed to beneficially own shares of MCI, Inc.'s common stock. The shares were not required to be reported by Verizon Communications Inc. at the time they were acquired.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.