

BEASLEY GEORGE G
Form 5
February 10, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BEASLEY GEORGE G

2. Issuer Name and Ticker or Trading Symbol
BEASLEY BROADCAST GROUP INC [BBGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

3033 RIVIERA DRIVE, SUITE 200
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
(check applicable line)

NAPLES, FL 34103

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | Date | | Expiration Date | Title | Amount of Number of Shares |
|----------------------|---------------------|-----|------------------|---|-------------|-----|----------------------|------------|----------------------------|
| | | (A) | (D) | | Exercisable | | | | |
| Class B Common Stock | 11/18/2005 | | G ⁽²⁾ | 667,612 | (3) | (3) | Class A Common Stock | 667,612 | |
| Class B Common Stock | | | | | (4) | (4) | Class A Common Stock | 13,278,000 | |
| Class B Common Stock | | | | | (4) | (4) | Class A Common Stock | 296,700 | |
| Class B Common Stock | | | | | (4) | (4) | Class A Common Stock | 62,320 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEASLEY GEORGE G 3033 RIVIERA DRIVE, SUITE 200 NAPLES, FL 34103 | X | X | Chief Executive Officer | |

Signatures

/s/ Caroline Beasley,
Attorney-in-Fact

02/10/2006

**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) Class B common stock converts to Class A common stock on a one-for-one basis.
- (2) Effective November 18, 2005, the reporting person ceased to be Trustee of the George Beasley Grantor Retained Annuity Trust, dated November 18, 2002, therefore no longer had beneficial ownership of the shares held by the Trust.
- (3) This column is not applicable to this transaction.
- (4) This column is not applicable to this holding.
- (5) By George Beasley as Trustee of the GGB Family Limited Partnership Florida Intangible Tax Trust.
- (6) By George Beasley as Trustee of the REB Florida Intangible Tax Trust, dated August 20, 2004.

Remarks:

Caroline Beasley signed this Form 5 pursuant to a Power of Attorney previously filed with the Co

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.