

VERIZON COMMUNICATIONS INC
Form 4
October 15, 2013

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 *
Mudge W Robert

(Last) (First) (Middle)

VERIZON COMMUNICATIONS INC., 140 WEST STREET, 29TH FLOOR

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VERIZON COMMUNICATIONS INC [VZ]

3. Date of Earliest Transaction (Month/Day/Year)

10/11/2013

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)
Pres. - Cons. & Mass Bus. Mkts

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)	Code	V	Amount	(D)	Price

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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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)	8. P				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (unitized)	(1)	10/11/2013		A		44.592		(1)	(1)	Common Stock	13	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mudge W Robert VERIZON COMMUNICATIONS INC. 140 WEST STREET, 29TH FLOOR NEW YORK, NY 10007			Pres. - Cons. & Mass Bus. Mkts	

Signatures

William L. Horton, Jr., Attorney-in-fact for W. Robert Mudge
 10/15/2013

**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) Each share of phantom stock is the economic equivalent of a portion of one share of common stock and is settled in cash. The shares of phantom stock become payable upon events established by the reporting person in accordance with the deferred compensation plan.
- (2) Includes phantom stock acquired through dividend reinvestment.

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. tr>(1)Shares acquired through participation in the Issuer's Dividend Reinvestment Plan.(2)This transaction is exempt under Rule 16a-11 of the Securities Exchange Act of 1934 and is voluntarily reported.(3)Represents the approximate number of shares (excluding fractionals) acquired through the Issuer's Dividend Reinvestment Plan for the Reporting Person's benefit.(4)The price per share is the closing price of the Issuer's common stock on the date of the reported transaction.(5)The total number of securities beneficially held directly by the Reporting Person following the reported transaction includes: 3,159 shares held by Mr. Scharmer; 1,974 shares of restricted stock issued under the Issuer's 2008 Stock Plan which vest, subject to certain conditions, on 02/18/2016; and 1,446 shares of restricted stock issued under the Issuer's 2008 Stock Plan which vest, subject to certain conditions, on 02/15/2018.(6)The deemed execution date of this transaction is the settlement date as provided by the Issuer's 401(k)Plan trustee/administrator.(7)Shares acquired through payroll deduction and participation in Issuer's 401(k) Plan.(8)This transaction qualifies as a non-discretionary transaction from a tax-qualified plan and is voluntarily reported on Form 4.(9)Represents the approximate number of shares (excluding fractionals) acquired by the trustee/administrator of the Issuer's 401(k)Plan for the Reporting Person's benefit, based on a statement of the 401(k)Plan trustee/administrator.(10)The price per share is based on a statement provided by the Issuer's 401(k) Plan trustee/administrator.(11)The number of securities shown as being held in,acquired by or disposed of by the Issuer's 401(k) account for the Reporting Person's benefit are the approximate number of shares of common stock (excluding fractionals) for which the

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Reporting Person has the right to direct the vote under the Issuer's 401(k) plan. Such shares are not directly allocated to 401(k) plan participants, but are instead held in a unitized fund consisting primarily of Issuer common stock, together with a small percentage of short-term investments. 401(k) Plan participants acquire units of this fund.

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