

VERIZON COMMUNICATIONS INC

Form 4

February 23, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
DIERCKSEN JOHN W2. Issuer Name and Ticker or Trading
Symbol
**VERIZON COMMUNICATIONS
INC [VZ]**5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**VERIZON COMMUNICATIONS
INC., 140 WEST STREET, 29TH
FLOOR**3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2010☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
EVP - Strat, Dev and Plng

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**NEW YORK, NY 10007**

(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)	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	(D)	Price

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

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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 Underly (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Phantom Stock (unitized)	<u>(1)</u>	02/19/2010		A	3,103.744	<u>(1)</u> <u>(1)</u>	Comm Stoc
Restricted Stock Units - 2007-09 Award Cycle	<u>(3)</u>	02/22/2010		F	12,570.888	02/22/2010 02/22/2010	Comm Stoc
Restricted Stock Units - 2007-09 Award Cycle	<u>(3)</u>	02/22/2010		M	14,588.873	02/22/2010 02/22/2010	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DIERCKSEN JOHN W VERIZON COMMUNICATIONS INC. 140 WEST STREET, 29TH FLOOR NEW YORK, NY 10007	EVP - Strat, Dev and Plng

Signatures

William L. Horton, Jr., Attorney-in-fact for Diercksen,
John W. 02/23/2010

__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.
- (3) Each Restricted Stock Unit (RSU) represents the right to receive a cash payment equal to the value of one share of common stock, plus accrued dividends, upon vesting on December 31, 2009, based on the closing sale price of common stock on the New York Stock Exchange on the last trading day in December 2009. *The Company also made a payment with respect to 54,998.495 performance stock

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units earned for the 2007-09 award cycle in accordance with their terms.

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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