

Tauke Thomas J.
Form 4
June 12, 2012

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 *
Tauke Thomas J.

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2012

____ Director
 Officer (give title below) _____ Other (specify below)
EVP-Pub Aff., Policy and Comm

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

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	06/08/2012		M	V	30,946	A	\$ 34.15	37,903	D	
Common Stock	06/08/2012		M	V	14,391	A	\$ 33.64	52,294	D	
Common Stock	06/08/2012		S	V	30,946	D	\$ 42	21,348	D	
Common Stock	06/08/2012		S	V	14,391	D	\$ 42	6,957	D	

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

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(9-02)

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 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 a Underlyi (Instr. 3 a
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Option Non-Qualified	\$ 34.15 (1)	06/08/2012		M	30,946	02/04/2005(3) 02/03/2014	Comm Stock
Stock Option Non-Qualified	\$ 33.64 (2)	06/08/2012		M	14,391	02/04/2005(3) 02/03/2014	Comm Stock
Phantom Stock (unitized)	(4)	06/08/2012		A	71.275	(4) (4)	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tauke Thomas J. VERIZON COMMUNICATIONS INC. 140 WEST STREET, 29TH FLOOR NEW YORK, NY 10007			EVP-Pub Aff., Policy and Comm	

Signatures

William L. Horton, Jr., Attorney-in-fact for Thomas J. Tauke
06/12/2012

__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).

The option exercise and sale of shares set forth herein is made pursuant to Mr. Tauke's sales plan under Rule 10b5-1(c). In connection with (i) the spin-off of Verizon's domestic directories on November 17, 2006, and (ii) the spin-off of Verizon's domestic telephone lines (1) on July 1, 2010, stock-based awards held by current and former Verizon employees, including these options, were adjusted pursuant to antidilution provisions of Verizon's Long-Term Incentive Plan. Prior to these adjustments, as of 5/1/2004, this option grant constituted the right to purchase 57,500 shares of common stock at an exercise price of \$36.75.

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- The option exercise and sale of shares set forth herein is made pursuant to Mr. Tauke's sales plan under Rule 10b5-1(c). In connection with (i) the spin-off of Verizon's domestic directories on November 17, 2006, and (ii) the spin-off of Verizon's domestic telephone lines
- (2) on July 1, 2010, stock-based awards held by current and former Verizon employees, including these options, were adjusted pursuant to antidilution provisions of Verizon's Long-Term Incentive Plan. Prior to these adjustments, as of 6/30/2004, this option grant constituted the right to purchase 26,740 shares of common stock at an exercise price of \$36.20.
 - (3) The option grant vested in three equal installments beginning on this date.
 - (4) 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.
 - (5) 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.

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