

VERIZON COMMUNICATIONS INC
 Form 3
 February 25, 2014

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 * Â WALDEN MARNI M (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/21/2014 | 3. Issuer Name and Ticker or Trading Symbol VERIZON COMMUNICATIONS INC [VZ] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & Pres-Prod&New Bus Innov | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| VERIZON COMMUNICATIONS INC., Â 140 WEST STREET, 29TH FLOOR (Street) | | | | |
| NEW YORK, Â NY Â 10007 (City) (State) (Zip) | | | | |

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 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 | 16,278 | D | Â |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|---|-------------------------------|
| Phantom Stock (unitized) | Â (1) | Â (1) | Common Stock | 45,899 | \$ (1) | I | By Deferred Compensation Plan |
| Restricted Stock Units - 2012 - 14 Award Cycle | Â (2) | Â (2) | Common Stock | 28,236 | \$ (2) | D | Â |
| Chairman's Restricted Stock Units - 2012 - 16 Award Cycle | Â (3) | Â (3) | Common Stock | 59,230 | \$ (3) | D | Â |
| Restricted Stock Units - 2013 - 15 Award Cycle | Â (4) | Â (4) | Common Stock | 22,394 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| WALDEN MARNI M VERIZON COMMUNICATIONS INC. 140 WEST STREET, 29TH FLOOR NEW YORK, NY 10007 | Â | Â | Â | EVP & Pres-Prod&New Bus Innov Â |

Signatures

William L. Horton, Jr. attorney-in-fact for Marni M. Walden

02/25/2014

__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).

- 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. The number of shares is based upon 160,722.76 units held as of February 21, 2014.
- (1) Each Restricted Stock Unit (RSU) represents the right to receive one share of common stock, plus accrued dividends in the form of stock, upon vesting. Subject to the terms of the Restricted Stock Unit Agreement, each RSU will vest on December 31, 2014.
 - (2) Each Restricted Stock Unit (RSU) represents the right to receive one share of common stock, plus accrued dividends in the form of stock, upon vesting. Subject to the terms of the Restricted Stock Unit Agreement, each RSU will vest on December 12, 2016.
 - (3) Each Restricted Stock Unit (RSU) represents the right to receive one share of common stock, plus accrued dividends in the form of stock, upon vesting. Subject to the terms of the Restricted Stock Unit Agreement, each RSU will vest on Decemer 31, 2015.

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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