

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-05**

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### ISSUER

#### **VERIZON COMMUNICATIONS INC**

CIK: **732712** | IRS No.: **232259884** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address  
*140 WEST STREET  
29TH FLOOR  
NEW YORK NY 10007*

Business Address  
*140 WEST STREET  
29TH FLOOR  
NEW YORK NY 10007  
212-395-1000*

### REPORTING OWNER

#### **Ruesterholz Virginia P**

CIK: **1357109**  
Type: **4** | Act: **34** | File No.: **001-08606** | Film No.: **06817014**

Mailing Address  
*140 WEST STREET  
NEW YORK NY 10007*

Business Address  
*212-395-1370*

# 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

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 <b>Ruesterholz Virginia P</b>			2. Issuer Name and Ticker or Trading Symbol <b>VERIZON COMMUNICATIONS INC</b> <b>[VZ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title _____ Other (specify below) <b>President - Verizon Telecom</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/05/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
VERIZON COMMUNICATIONS INC., 140 WEST STREET, 29TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>NEW YORK, NY 10007</b>								
(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	(A) or (D)	Price			
Common Stock	05/05/2006		A		22	A	\$33.02	7,882	I	Deferred Compensation (1)

**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 and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. In addition, as reported on Form 3 dated 03/14/2006: 6,532 shares are held directly; and the following securities are also held indirectly: 8,091 in Savings Plan; 14,748 in 2004 PSUs; 5,466 in 2004 RSUs; 34,942 in 2005 PSUs; and 23,298 in 2005 RSUs; and as reported on Form 4 dated 05/01/2006: 56,434 in 2006 PSUs; and 37,629 in 2006 RSUs.

## Signatures

Phillip M. Huston, Jr., Attorney-in-fact for Ruesterholz, Virginia P.

05/08/2006

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**