

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**
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REPORTING OWNER

Tauke Thomas J.

CIK: **1289846**

Type: **4** | Act: **34** | File No.: **001-08606** | Film No.: **12796091**

Mailing Address

*140 WEST STREET, 29TH
FLOOR
NEW YORK NY 10007*

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*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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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 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) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP-Pub Aff., Policy and Comm		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2012					
VERIZON COMMUNICATIONS INC., 140 WEST STREET, 29TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) 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	(A) or (D)				Price
Common Stock	04/26/2012		M		30,946	A	\$34.15	37,903	D	
Common Stock	04/26/2012		M		14,391	A	\$33.64	52,294	D	
Common Stock	04/26/2012		S		30,946	D	\$40	21,348	D	
Common Stock	04/26/2012		S		14,391	D	\$40	6,957	D	

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option Non-Qualified	\$34.15 ⁽¹⁾	04/26/2011		M		30,946		02/04/2005	02/03/2014	Common Stock	30,946 ⁽¹⁾	\$ 0	30,946	D	
Stock Option Non-Qualified	\$33.64 ⁽²⁾	04/26/2012		M		14,391		02/04/2005	02/03/2014	Common Stock	14,391 ⁽²⁾	\$ 0	14,391	D	
Phantom Stock (unitized)	⁽³⁾	04/27/2012		A		75.16		⁽³⁾	⁽³⁾	Common Stock	22	\$11.51	209,890.902 ⁽⁴⁾	I	By Deferred Compensation Plan

Explanation of Responses:

1. 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 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, these options constituted the right to purchase 57,500 shares of common stock at an exercise price of \$36.75.
2. 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 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, these options constituted the right to purchase 26,740 shares of common stock at an exercise price of \$36.20.
3. 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.
4. Includes phantom stock acquired through dividend reinvestment.

Signatures

William L. Horton, Jr., Attorney-in-fact for Thomas J. Tauke

** Signature of Reporting Person

04/30/2012

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.