

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
SEC Accession No. [0001233402-13-000024](#)

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REPORTING OWNER

CARRION RICHARD L

CIK: **1187725**

Type: **4** | Act: **34** | File No.: **001-08606** | Film No.: **13550644**

Mailing Address
*POPULAR INC & BANCO
POPULAR DE
209 MONZ RIVERA AVE 3RD
FL PURERTO RICO
HATO REY PR 00918*

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

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

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 CARRION RICHARD L			2. Issuer Name and Ticker or Trading Symbol VERIZON COMMUNICATIONS INC [VZ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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) 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	01/25/2013		M		5,465	A \$35.81	6,710	D	
Common Stock	01/25/2013		S		5,465	D \$42.5	1,245	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		Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Option Non-Qualified	\$35.81 (1)	01/25/2013		M		5,465	02/03/2004	02/02/2013	Common Stock	5,465 (1)	\$ 0	0	D	

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 directors, including these options, were adjusted pursuant to antidilution provisions of Verizon's Long-Term Incentive Plan. Prior to these adjustments, as of 02/03/2003, these options constituted the right to purchase 5,078 shares of common stock at an exercise price of \$38.54.

Signatures

William L. Horton, Jr., Attorney-in-fact for Carrion, Richard L.

01/28/2013

** 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.