

VERIZON COMMUNICATIONS INC  
Form 4  
February 23, 2010

**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 \*  
**DIERCKSEN JOHN W**

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)  
**02/19/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP - Strat, Dev and Plng**

**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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 | 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 Underlying (Instr. 3) |            |
|--|--|--------------------------------------|--|---------------------|---|--|------------------|--------------------------------|------------|
|  |  |                                      |  | Code V              | (A)   | (D)  | Date Exercisable | Expiration Date                | Title      |
| Phantom Stock (unitized)                     | (1)  | 02/19/2010                           |  | A                   | 3,103.744   |  | (1)              | (1)                            | Comm Stock |
| Restricted Stock Units - 2007-09 Award Cycle | (3)  | 02/22/2010                           |  | F                   | 12,570.888  |  | 02/22/2010       | 02/22/2010                     | Comm Stock |
| Restricted Stock Units - 2007-09 Award Cycle | (3)  | 02/22/2010                           |  | M                   | 14,588.873  |  | 02/22/2010       | 02/22/2010                     | Comm Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| DIERCKSEN JOHN W<br>VERIZON COMMUNICATIONS INC.<br>140 WEST STREET, 29TH FLOOR<br>NEW YORK, NY 10007 |               |           | EVP - Strat, Dev and Plng |       |

## Signatures

William L. Horton, Jr., Attorney-in-fact for Diercksen, John W. 02/23/2010

\_\_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).
- (1) 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.
  - (2) Includes phantom stock acquired through dividend reinvestment.
  - (3) Each Restricted Stock Unit (RSU) represents the right to receive a cash payment equal to the value of one share of common stock, plus accrued dividends, upon vesting on December 31, 2009, based on the closing sale price of common stock on the New York Stock Exchange on the last trading day in December 2009. \*The Company also made a payment with respect to 54,998.495 performance stock

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units earned for the 2007-09 award cycle in accordance with their terms.

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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