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The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL

OMB Number: 3235-0076
Expires: August 31, 2015
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0000732712](#)

Name of Issuer

[VERIZON COMMUNICATIONS INC](#)

Jurisdiction of
Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names ☐ None

[BELL ATLANTIC CORP](#)

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[VERIZON COMMUNICATIONS INC](#)

Street Address 1

[140 West Street](#)

Street Address 2

City

[New York](#)

State/Province/Country

[NEW YORK](#)

ZIP/PostalCode

[10007](#)

Phone Number of
Issuer

[212-395-1000](#)

3. Related Persons

Last Name

[Archambeau](#)

First Name

[Shellye](#)

Middle Name

[L.](#)

Street Address 1

[140 West Street](#)

Street Address 2

City

[New York](#)

State/Province/Country

[NEW YORK](#)

ZIP/PostalCode

[10007](#)

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Carrion	Richard	L.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Chestnutt	Roy	H.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gurnani	Roger	
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Healey	Melanie	L.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Keeth	M.	Frances
Street Address 1	Street Address 2	

140 West Street

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10007

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Lane

Robert

W.

Street Address 1

Street Address 2

140 West Street

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10007

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

McAdam

Lowell

C.

Street Address 1

Street Address 2

140 West Street

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10007

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Mead

Daniel

S.

Street Address 1

Street Address 2

140 West Street

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10007

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Melone

Anthony

J.

Street Address 1

Street Address 2

140 West Street

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10007

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Milch	Randal	S.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Moose	Sandra	O.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Mudge	W.	Robert
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Neubauer	Joseph	
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Nicolaisen	Donald	T.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Otis, Jr.	Clarence	
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Price	Hugh	B.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Reed	Marc	C.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Shammo	Francis	J.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Skiadas	Anthony	T.

Street Address 1

140 West Street

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10007

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Slater

First Name

Rodney

Middle Name

E.

Street Address 1

140 West Street

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10007

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Stratton

First Name

John

Middle Name

G.

Street Address 1

140 West Street

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10007

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Tesija

First Name

Kathryn

Middle Name

A.

Street Address 1

140 West Street

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10007

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Walden

First Name

Marni

Middle Name

M.

Street Address 1

140 West Street

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10007

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wasson	Gregory	D.
Street Address 1	Street Address 2	
140 West Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10007
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input checked="" type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as
an investment company under
the Investment Company
Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000

<input type="checkbox"/> \$1,000,001 - \$5,000,000	<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000	<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000	<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input checked="" type="checkbox"/> Over \$100,000,000	<input type="checkbox"/> Over \$100,000,000
<input type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

☐ New Notice Date of First Sale [2006-02-09](#) ☐ First Sale Yet to Occur
☒ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

<input type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input checked="" type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$250,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
Merrill Lynch, Pierce, Fenner & Smith Incorporated	7691	
(Associated) Broker or Dealer	<input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number
None		<input checked="" type="checkbox"/> None
Street Address 1	Street Address 2	
One Bryant Park	4th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10036
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US

Recipient	Recipient CRD Number	<input type="checkbox"/> None
Goldman Sachs & Co.	361	
(Associated) Broker or Dealer	<input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number
None		<input checked="" type="checkbox"/> None
Street Address 1	Street Address 2	
200 West Street		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10282
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US

Recipient	Recipient CRD Number	<input type="checkbox"/> None
J.P.Morgan Securities LLC	79	
(Associated) Broker or Dealer	<input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number
None		<input checked="" type="checkbox"/> None
Street Address 1	Street Address 2	
383 Madison Avenue	3rd Floor	
City	State/Province/Country	ZIP/Postal Code

New York

NEW YORK

10179

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

☒

All States

☐

Foreign/non-US

Recipient

Morgan Stanley & Co. Incorporated

Recipient CRD Number ☐ None

8209

(Associated) Broker or Dealer ☒ None

(Associated) Broker or Dealer CRD Number ☒ None

None

None

Street Address 1

Street Address 2

1585 Broadway

2nd Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10036

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

☒

All States

☐

Foreign/non-US

Recipient

The Williams Capital Group, L.P.

Recipient CRD Number ☐ None

35149

(Associated) Broker or Dealer ☒ None

(Associated) Broker or Dealer CRD Number ☒ None

None

None

Street Address 1

Street Address 2

650 Fifth Avenue

11th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

☒

All States

☐

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount USD or ☒ Indefinite

Total Amount Sold \$21,271,935,000 USD

Total Remaining to be Sold USD or ☒ Indefinite

Clarification of Response (if Necessary):

Amount sold represents sales during the 2013 calendar year. This is an ongoing Commercial Paper program for a maximum of \$5 billion of Commercial Paper outstanding at any time with frequent issuances and maturities.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

100

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$325,000 USD ☒ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Commission is based on the amount sold for the 2013 calendar year.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Proceeds are used for general corporate purposes.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation

under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
VERIZON COMMUNICATIONS INC	/s/ Tracy Krause	Tracy Krause	Assistant Treasurer	2014-02-28

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
