

Dunne Ronan
Form 3
August 08, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Dunne Ronan</p> <p>(Last) (First) (Middle)</p> <p>VERIZON COMMUNICATIONS INC.,Â 1095 AVENUE OF THE AMERICAS</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VERIZON COMMUNICATIONS INC [VZ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP and President VZW</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 4,381 | D | Â |
| Common Stock | 47 | I | By 401(k) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Phantom Stock (unitized) | Â (1) | Â (1) | Common Stock | 4,883 | \$ (1) | I | By Deferred Compensation Plan |
| Restricted Stock Units - 2016-2018 Award Cycle | Â (2) | Â (2) | Common Stock | 56,391 | \$ (2) | D | Â |
| Restricted Stock Units - 2017-2020 Award Cycle | Â (3) | Â (3) | Common Stock | 23,569 | \$ (3) | D | Â |
| Special Restricted Stock Units - 2017-2020 Award Cycle | Â (4) | Â (4) | Common Stock | 41,045 | \$ (4) | D | Â |
| Restricted Stock Units - 2018-2021 Award Cycle | Â (5) | Â (5) | Common Stock | 35,594 | \$ (5) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunne Ronan VERIZON COMMUNICATIONS INC. 1095 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | Â | Â | Â EVP and President VZW | Â |

Signatures

William L. Horton, Jr., Attorney-in-fact for Ronan
Dunne

08/08/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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. The number of shares is based upon 17,134.112 units held as of August 1, 2018.

(2) Each Restricted Stock Unit (RSU) represents the right to receive an amount payable in cash equal to the economic equivalent of one share of common stock, plus accrued dividends, on the applicable vesting date. Subject to the terms of the RSU Agreement, the RSUs will vest in two equal installments on September 19, 2018 and September 19, 2019, respectively.

(3) Each RSU represents the right to receive one share of common stock, plus accrued dividends, on the payment date with respect to the date the RSU vests, unless deferred into the reporting person's deferred compensation plan account at the election of the reporting person. Subject to the terms of the RSU Agreement, the RSUs will vest in two equal installments on March 3, 2019 and March 3, 2020, respectively.

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- (4) Each Special RSU represents the right to receive one share of common stock, plus accrued dividends, on the payment date with respect to the date the RSU vests. Subject to the terms of the RSU Agreement, the RSUs will vest on December 31, 2020.

- (5) Each RSU represents the right to receive one share of common stock, plus accrued dividends, on the payment date with respect to the date the RSU vests. Subject to the terms of the RSU Agreement, the RSUs will vest in three equal annual installments beginning March 6, 2019.

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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