

VERIZON COMMUNICATIONS INC  
Form FWP  
March 24, 2011

Filed Pursuant to Rule 433

Registration Nos. 333-173000 and 333-151922

Final Term Sheet

March 23, 2011

**VERIZON COMMUNICATIONS INC.**

**\$1,000,000,000 Floating Rate Notes due 2014**

**\$1,500,000,000 1.95% Notes due 2014**

**\$1,250,000,000 3.00% Notes due 2016**

**\$1,500,000,000 4.60% Notes due 2021**

**\$1,000,000,000 6.00% Notes due 2041**

**Issuer:** Verizon Communications Inc.

**Title of Securities:** Floating Rate Notes due 2014 (the Floating Rate Notes due 2014 )  
1.95% Notes due 2014 (the Notes due 2014 )  
3.00% Notes due 2016 (the Notes due 2016 )  
4.60% Notes due 2021 (the Notes due 2021 )  
6.00% Notes due 2041 (the Notes due 2041 )

**Trade Date:** March 23, 2011

**Settlement Date (T+3):** March 28, 2011

**Maturity Date:** Floating Rate Notes due 2014: March 28, 2014  
Notes due 2014: March 28, 2014  
Notes due 2016: April 1, 2016  
Notes due 2021: April 1, 2021  
Notes due 2041: April 1, 2041

**Aggregate Principal Amount Offered:** Floating Rate Notes due 2014: \$1,000,000,000  
Notes due 2014: \$1,500,000,000  
Notes due 2016: \$1,250,000,000  
Notes due 2021: \$1,500,000,000  
Notes due 2041: \$1,000,000,000

**Price to Public (Issue Price):** Floating Rate Notes due 2014: 100% plus accrued interest, if any, from March 28, 2011  
Notes due 2014: 99.867% plus accrued interest, if any, from March 28, 2011  
Notes due 2016: 99.480% plus accrued interest, if any, from March 28, 2011  
Notes due 2021: 99.145% plus accrued interest, if any, from March 28, 2011

	Notes due 2041:	98.333% plus accrued interest, if any, from March 28, 2011
<b>Gross Spread:</b>	Floating Rate Notes due 2014:	0.250%
	Notes due 2014:	0.250%
	Notes due 2016:	0.350%
	Notes due 2021:	0.450%
	Notes due 2041:	0.750%
<b>Price to Verizon:</b>	Floating Rate Notes due 2014:	99.750%
	Notes due 2014:	99.617%
	Notes due 2016:	99.130%
	Notes due 2021:	98.695%
	Notes due 2041:	97.583%
<b>Interest Rate:</b>	Floating Rate Notes due 2014:	Three-month LIBOR plus 0.610%
	Notes due 2014:	1.95% per annum
	Notes due 2016:	3.00% per annum
	Notes due 2021:	4.60% per annum
	Notes due 2041:	6.00% per annum
<b>Interest Payment Dates:</b>	Floating Rate Notes due 2014:	Quarterly on each March 28, June 28, September 28 and December 28, beginning June 28, 2011
	Notes due 2014:	Semiannually on each March 28 and September 28, commencing September 28, 2011
	Notes due 2016:	Semiannually on each April 1 and October 1, commencing October 1, 2011
	Notes due 2021:	Semiannually on each April 1 and October 1, commencing October 1, 2011
	Notes due 2041:	Semiannually on each April 1 and October 1, commencing October 1, 2011
<b>Denominations:</b>		Minimum of \$2,000 and integral multiples of \$1,000 in excess of 2,000
<b>Optional Redemption:</b>	Floating Rate Notes due 2014:	Not redeemable prior to maturity
	Notes due 2014:	Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2014 being redeemed or the discounted present value at Treasury Rate plus 15 basis points plus, in each case, accrued and unpaid interest

Notes due 2016: Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2016 being redeemed or the discounted present value at Treasury Rate plus 20 basis points plus, in each case, accrued and unpaid interest

Notes due 2021: Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2021 being redeemed or the discounted present value at Treasury Rate plus 25 basis points plus, in each case, accrued and unpaid interest

Notes due 2041: Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2041 being redeemed or the discounted present value at Treasury Rate plus 30 basis points plus, in each case, accrued and unpaid interest

**Use of Proceeds:**

The issuer will use the net proceeds from the sale of the notes for the repayment of commercial paper, the retirement of a portion of the outstanding notes issued by the issuer's telephone operating company subsidiaries due on or before April 1, 2012 with interest rates ranging from 5.65% to 6.875% and general corporate purposes

**Joint Book-Running Managers:**

Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. Incorporated, Wells Fargo Securities, LLC, Goldman, Sachs & Co., Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc.

**Allocation:**

	Principal Amount of Floating Rate Notes due 2014	Principal Amount of Notes due 2014	Principal Amount of Notes due 2016	Principal Amount of Notes due 2021	Principal Amount of Notes due 2041
Citigroup Global Markets Inc.	\$ 100,000,000	\$ 150,000,000	\$ 125,000,000	\$ 150,000,000	\$ 100,000,000
J.P. Morgan Securities LLC	100,000,000	150,000,000	125,000,000	150,000,000	100,000,000
Morgan Stanley & Co. Incorporated	100,000,000	150,000,000	125,000,000	150,000,000	100,000,000
Wells Fargo Securities, LLC	100,000,000	150,000,000	125,000,000	150,000,000	100,000,000
Goldman, Sachs & Co.	100,000,000	150,000,000	125,000,000	150,000,000	100,000,000
Barclays Capital Inc.	100,000,000	150,000,000	125,000,000	150,000,000	100,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	100,000,000	150,000,000	125,000,000	150,000,000	100,000,000
RBS Securities Inc.	100,000,000	150,000,000	125,000,000	150,000,000	100,000,000
Mitsubishi UFJ Securities (USA), Inc.	40,000,000	60,000,000	50,000,000	60,000,000	55,000,000
UBS Securities LLC	40,000,000	60,000,000	50,000,000	60,000,000	55,000,000
Deutsche Bank Securities Inc.	20,000,000	30,000,000	25,000,000	30,000,000	20,000,000
Mizuho Securities USA Inc.	0	0	0	0	30,000,000
RBC Capital Markets, LLC	20,000,000	30,000,000	25,000,000	30,000,000	20,000,000
Santander Investment Securities Inc.	20,000,000	30,000,000	25,000,000	30,000,000	20,000,000
Banca IMI S.p.A.	10,000,000	15,000,000	12,500,000	15,000,000	0
BNY Mellon Capital Markets, LLC	10,000,000	15,000,000	12,500,000	15,000,000	0
U.S. Bancorp Investments, Inc.	10,000,000	15,000,000	12,500,000	15,000,000	0
Guzman & Company	7,500,000	11,250,000	9,375,000	11,250,000	0
Loop Capital Markets LLC	7,500,000	11,250,000	9,375,000	11,250,000	0
Samuel A. Ramirez & Company, Inc.	7,500,000	11,250,000	9,375,000	11,250,000	0
The Williams Capital Group, L.P.	7,500,000	11,250,000	9,375,000	11,250,000	0

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\$ 1,000,000,000    \$ 1,500,000,000    \$ 1,250,000,000    \$ 1,500,000,000    \$ 1,000,000,000

**Reference Document:** Prospectus Supplement, subject to completion, dated March 23, 2011; Prospectus dated March 23, 2011.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1 (877) 858-5407, J.P. Morgan Securities LLC collect at 1 (212) 834-4533, Morgan Stanley & Co. Incorporated toll-free at 1 (866) 718-1649, Wells Fargo Securities, LLC toll-free at 1 (800) 326-5897, Goldman, Sachs & Co. toll-free at 1 (866) 471-2526, Barclays Capital Inc. toll-free at 1 (888) 603-5847, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1 (800) 294-1322 or email at [dg.prospectus\\_request@baml.com](mailto:dg.prospectus_request@baml.com) and RBS Securities Inc. toll-free at 1 (866) 884-2071.

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