CENTURYLINK, INC Form 4

July 06, 2011

### FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MUELLER EDWARD A

(First) (Middle)

CENTURYLINK, INC., 100 CENTURYLINK DRIVE

MONROE, LA 71203

(Street)

2. Issuer Name and Ticker or Trading Symbol

CENTURYLINK, INC [CTL]

3. Date of Earliest Transaction (Month/Day/Year) 07/05/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Transactionr Disposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 07/05/2011 \$31.98 D M 10,000 A 633,287 Stock \$ Common  $S^{(1)}$ 40.7917 07/05/2011 23,500 D 609,787 D Stock (2) By 401(k) Common 4,232 Ι Stock plan (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

**SEC 1474** (9-02)

#### Edgar Filing: CENTURYLINK, INC - Form 4

# displays a currently valid OMB control number.

# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 31.98	07/05/2011		M	10,000	<u>(4)</u>	03/05/2018	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MUELLER EDWARD A CENTURYLINK, INC. 100 CENTURYLINK DRIVE MONROE, LA 71203	X					

### **Signatures**

/s/ Jennifer A. D'Alessandro, as attorney-in-fact 07/06/2011

\*\*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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 25, 2011.
  - The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.70 to \$41.00, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the
- Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (3) Based on plan holdings as of June 30, 2011.
- (4) The option is fully vested.
- (5) Received in the merger between Qwest Communications International Inc. ("Qwest"), the issuer and SB44 Acquisition Company in exchange for a stock option to acquire 1,556,000 shares of Qwest common stock for \$5.32 per share.

Reporting Owners 2

#### Edgar Filing: CENTURYLINK, INC - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.