

Armstrong Timothy M
 Form 3
 January 10, 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)

1. Name and Address of Reporting Person *
 Armstrong Timothy M
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/01/2018

3. Issuer Name and Ticker or Trading Symbol
 VERIZON COMMUNICATIONS INC [VZ]

4. Relationship of Reporting Person(s) to Issuer

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

VERIZON
 COMMUNICATIONS
 INC., 1095 AVENUE OF THE
 AMERICAS
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 EVP and President and CEO-Oath

NEW YORK, NY 10036
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 2,200 | I | By Armstrong Family Investment, LLC |
| Common Stock | 166 | I | By 401(k) |

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

SEC 1473 (7-02)

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 control number.

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 <small>(Month/Day/Year)</small> | | 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 | 3,496 | \$ (1) | I | By Deferred Compensation Plan |
| Restricted Stock Units - 2016-2018 Award Cycle | Â (2) | Â (2) | Common Stock | 25,133 | \$ (2) | D | Â |
| Restricted Stock Units - 2017-2020 Award Cycle | Â (3) | Â (3) | Common Stock | 24,848 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------------------------|
| | Director | 10% Owner | Officer | Other |
| Armstrong Timothy M VERIZON COMMUNICATIONS INC. 1095 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | Â | Â | Â | EVP and President and CEO-Oath Â |

Signatures

William L. Horton, Jr. attorney-in-fact for Timothy M.
Armstrong 01/10/2018

__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).

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
(1) 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 12,261.122 units held as of January 1, 2018.

Each Restricted Stock Unit (RSU) represents the right to receive one share of common stock, plus accrued dividends, on the payment date
(2) following 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 Restricted Stock Unit Agreement, each RSU will vest on December 31, 2018.

Each Restricted Stock Unit (RSU) represents the right to receive one share of common stock, plus accrued dividends, on the payment date
(3) following 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 Restricted Stock Unit Agreement, the RSUs will vest in three equal annual installments beginning March 3, 2018.

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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