

REED MARC C  
Form 4  
February 26, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
REED MARC C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

VERIZON COMMUNICATIONS INC., 1095 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Chief Admin. Officer

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

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 02/22/2019                           |                                                    | M                              | 35,436 A                                                          | 140,022                                                                                       | D                                                        |                                                       |
| Common Stock                    | 02/22/2019                           |                                                    | F                              | 17,537 D                                                          | \$ 56.92                                                                                      | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 2,931                                                                                         | I                                                        |                                                       |

By the  
Marc C.  
Reed  
Revocable  
Trust

Common Stock 6,565 I By 401(k)

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 displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | Amount or Number of Shares |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Restricted Stock Units - 2016-2018 Award Cycle | 11                                                     | 02/22/2019                           |                                                    | M                              | 35,436                                                                                  | 02/22/2019 02/22/2019                                    | Common Stock                                                  | 35,436                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |                            |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer                    | Other |
| REED MARC C<br>VERIZON COMMUNICATIONS INC.<br>1095 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | EVP & Chief Admin. Officer |       |

## Signatures

William L. Horton, Jr., Attorney-in-fact for Marc C. Reed 02/26/2019

\_\_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).

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- (1) Each Restricted Stock Unit (RSU) represents the right to receive one share of common stock on the payment date, unless deferred at the election of the reporting person. To the extent deferred, each RSU represents the right to have an amount equal to the value of one share of common stock on the payment date credited to the reporting person's deferred compensation plan account and deemed invested in a hypothetical cash-based investment option.

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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