

VERIZON COMMUNICATIONS INC

Form FWP

February 08, 2008

VERIZON COMMUNICATIONS INC.

\$750,000,000 4.35% Notes due 2013
\$1,500,000,000 5.50% Notes due 2018
\$1,750,000,000 6.40% Notes due 2038

Issuer: Verizon Communications Inc.

Title of Securities: 4.35% Notes due 2013 (the Notes due 2013)
5.50% Notes due 2018 (the Notes due 2018)
6.40% Notes due 2038 (the Notes due 2038)

Trade Date: February 7, 2008

Settlement Date (T+3): February 12, 2008

Maturity Date: Notes due 2013: February 15, 2013
Notes due 2018: February 15, 2018
Notes due 2038: February 15, 2038

Aggregate Principal Amount Offered: Notes due 2013: \$750,000,000
Notes due 2018: \$1,500,000,000
Notes due 2038: \$1,750,000,000

Price to Public (Issue Price): Notes due 2013: 99.724% plus accrued interest, if any, from February 12, 2008
Notes due 2018: 99.756% plus accrued interest, if any, from February 12, 2008
Notes due 2038: 99.051% plus accrued interest, if any, from February 12, 2008

Gross Spread: Notes due 2013: 0.350%
Notes due 2018: 0.450%
Notes due 2038: 0.875%

Price to Verizon: Notes due 2013: 99.374%
Notes due 2018: 99.306%
Notes due 2038: 98.176%

Underwriter Reimbursement of Verizon Expenses: Underwriters to reimburse \$1,177,000 of Verizon expenses.

Interest Rate: Notes due 2013: 4.35% per annum
Notes due 2018: 5.50% per annum
Notes due 2038: 6.40% per annum

Interest Payment Dates: Semi-annually on each February 15 and August 15, commencing August 15, 2008.

Denominations: Minimum of \$2,000 and integral multiples of \$1,000 in excess of \$2,000.

Optional Redemption: Notes due 2013: Make-whole call at any time at 100% of discounted present value at Treasury Rate plus 25 basis points.
Notes due 2018: Make-whole call at any time at 100% of discounted present value at Treasury Rate plus 30 basis points.
Notes due 2038: Make-whole call at any time at 100% of discounted present value at Treasury Rate plus 35 basis points.

Joint Bookrunners: Notes due 2013: Credit Suisse Securities (USA) LLC, Greenwich Capital Markets, Inc. and J.P. Morgan Securities Inc.

Notes due 2018: Goldman, Sachs & Co., J.P. Morgan Securities Inc. and UBS Securities LLC

Notes due 2038: Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities Inc.

Allocation:

| | Notes Due 2013 | Notes Due 2018 | Notes Due 2038 |
|--|-------------------|------------------|------------------|
| Barclays Capital Inc. | \$ 22,500,000 | \$ 45,000,000 | \$ 420,000,000 |
| Citigroup Global Markets Inc. | 22,500,000 | 45,000,000 | 420,000,000 |
| Credit Suisse Securities (USA) LLC | 180,000,000 | 45,000,000 | 52,500,000 |
| Goldman, Sachs & Co. | 22,500,000 | 360,000,000 | 52,500,000 |
| Greenwich Capital Markets, Inc. | 180,000,000 | 45,000,000 | 52,500,000 |
| J.P. Morgan Securities Inc. | 180,000,000 | 360,000,000 | 420,000,000 |
| UBS Securities LLC | 22,500,000 | 360,000,000 | 52,500,000 |
| Bear, Stearns & Co. Inc. | 22,500,000 | 45,000,000 | 52,500,000 |
| Mistubishi UFJ Securities International plc | 22,500,000 | 45,000,000 | 52,500,000 |
| RBC Capital Markets Corporation | 22,500,000 | 45,000,000 | 52,500,000 |
| Wachovia Capital Markets, LLC | 22,500,000 | 45,000,000 | 52,500,000 |
| Blaylock Robert Van, LLC | 7,500,000 | 0 | 17,500,000 |
| Guzman & Company | 7,500,000 | 15,000,000 | 0 |
| Loop Capital Markets, LLC | 7,500,000 | 0 | 17,500,000 |
| Muriel Siebert & Co., Inc. | 0 | 15,000,000 | 17,500,000 |
| Samuel A. Ramirez & Co., Inc. | 7,500,000 | 15,000,000 | 0 |
| The Williams Capital Group, LP. | 0 | 15,000,000 | 17,500,000 |
| | \$ 750,000,000 | \$ 1,500,000,000 | \$ 1,750,000,000 |

Reference Document:

Prospectus Supplement, subject to completion, dated February 7, 2008;
Prospectus dated February 7, 2008

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. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you

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the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1 (888) 227-2275 Ext. 2663, Citigroup Global Markets Inc. toll-free at 1 (877) 858-5407, Credit Suisse Securities (USA) LLC toll-free at 1 (800) 221-1037, Goldman, Sachs & Co. toll-free at 1 (866) 471-2526, J.P. Morgan Securities Inc. collect at 1 (212) 834-4533, Greenwich Capital Markets, Inc. toll-free at 1 (866) 884-2071 or UBS Securities LLC toll-free at 1 (888) 827-6444 Ext. 561-3884.

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