

VERIZON COMMUNICATIONS INC  
Form FWP  
March 25, 2009

Filed Pursuant to Rule 433

Registration No. 333-151922

Final Term Sheet

March 24, 2009

**VERIZON COMMUNICATIONS INC.**

**\$1,750,000,000 6.35% Notes due 2019**

**\$1,000,000,000 7.35% Notes due 2039**

**Issuer:** Verizon Communications Inc.

**Title of Securities:** 6.35% Notes due 2019 (the Notes due 2019 )  
7.35% Notes due 2039 (the Notes due 2039 )

**Trade Date:** March 24, 2009

**Settlement Date (T+3):** March 27, 2009

**Maturity Date:** Notes due 2019: April 1, 2019  
Notes due 2039: April 1, 2039

**Aggregate Principal Amount Offered:** Notes due 2019: \$1,750,000,000  
Notes due 2039: \$1,000,000,000

**Price to Public (Issue Price):** Notes due 2019: 98.518% plus accrued interest, if any, from March 27, 2009  
Notes due 2039: 98.288% plus accrued interest, if any, from March 27, 2009

**Gross Spread:** Notes due 2019: 0.450%  
Notes due 2039: 0.750%

**Price to Verizon:** Notes due 2019: 98.068%  
Notes due 2039: 97.538%

**Interest Rate:** Notes due 2019: 6.35% per annum  
Notes due 2039: 7.35% per annum

**Interest Payment Dates:** Semiannually on each April 1 and October 1, commencing October 1, 2009.

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

**Optional Redemption:** Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2019 being redeemed or the discounted present value at Treasury Rate plus 75 basis points plus accrued and unpaid interest.  
Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2039 being redeemed or the discounted present value at Treasury Rate plus 75 basis points plus accrued and unpaid interest.

**Joint Book-running Managers:** Banc of America Securities LLC, Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc., Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Greenwich Capital Markets, Inc. and UBS Securities LLC

**Allocation:**

	<b>Principal Amount of Notes Due 2019</b>	<b>Principal Amount of Notes Due 2039</b>
Banc of America Securities LLC	\$ 175,000,000	\$ 100,000,000
Barclays Capital Inc.	175,000,000	100,000,000
Credit Suisse Securities (USA) LLC	175,000,000	100,000,000
Citigroup Global Markets Inc.	175,000,000	100,000,000
Goldman, Sachs & Co.	175,000,000	100,000,000
Morgan Stanley & Co. Incorporated	175,000,000	100,000,000
Greenwich Capital Markets, Inc.	175,000,000	100,000,000
UBS Securities LLC	175,000,000	100,000,000
Mitsubishi UFJ Securities (USA), Inc.	175,000,000	100,000,000
J.P. Morgan Securities Inc.	70,000,000	40,000,000
RBC Capital Markets Corporation	70,000,000	40,000,000
Wachovia Capital Markets, LLC	35,000,000	20,000,000
	\$ 1,750,000,000	\$ 1,000,000,000

**Reference Document:** Prospectus Supplement, subject to completion, dated March 24, 2009; Prospectus dated March 24, 2009.

**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 Banc of America Securities LLC toll-free at 1-800-294-1322, Barclays Capital Inc. toll-free at 1-888-227-2275 ext. 2663 or Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.**

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