

VERIZON COMMUNICATIONS INC
 Form FWP
 October 28, 2011

Filed Pursuant to Rule 433

Registration No. 333-173000

Final Term Sheet

October 27, 2011

VERIZON COMMUNICATIONS INC.

\$750,000,000 1.25% Notes due 2014

\$1,250,000,000 2.00% Notes due 2016

\$1,850,000,000 3.50% Notes due 2021

\$750,000,000 4.75% Notes due 2041

| | | |
|--|--|--|
| Issuer: | Verizon Communications Inc. | |
| Title of Securities: | 1.25% Notes due 2014 (the Notes due 2014) | |
| | 2.00% Notes due 2016 (the Notes due 2016) | |
| | 3.50% Notes due 2021 (the Notes due 2021) | |
| | 4.75% Notes due 2041 (the Notes due 2041) | |
| Trade Date: | October 27, 2011 | |
| Settlement Date (T+5): | November 3, 2011 | |
| Maturity Date: | Notes due 2014: | November 3, 2014 |
| | Notes due 2016: | November 1, 2016 |
| | Notes due 2021: | November 1, 2021 |
| | Notes due 2041: | November 1, 2041 |
| Aggregate Principal Amount Offered: | Notes due 2014: | \$750,000,000 |
| | Notes due 2016: | \$1,250,000,000 |
| | Notes due 2021: | \$1,850,000,000 |
| | Notes due 2041: | \$750,000,000 |
| Price to Public (Issue Price): | Notes due 2014: | 99.938% plus accrued interest, if any, from November 3, 2011 |
| | Notes due 2016: | 99.373% plus accrued interest, if any, from November 3, 2011 |
| | Notes due 2021: | 99.208% plus accrued interest, if any, from November 3, 2011 |
| | Notes due 2041: | 99.068% plus accrued interest, if any, from November 3, 2011 |
| Gross Spread: | Notes due 2014: | 0.250% |
| | Notes due 2016: | 0.350% |

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Notes due 2021: 0.450%

| | | |
|--------------------------------|---|---|
| | Notes due 2041: | 0.750% |
| Price to Verizon: | Notes due 2014: | 99.688% |
| | Notes due 2016: | 99.023% |
| | Notes due 2021: | 98.758% |
| | Notes due 2041: | 98.318% |
| Interest Rate: | Notes due 2014: | 1.25% per annum |
| | Notes due 2016: | 2.00% per annum |
| | Notes due 2021: | 3.50% per annum |
| | Notes due 2041: | 4.75% per annum |
| Interest Payment Dates: | Notes due 2014: | Semiannually on each May 3 and November 3, commencing May 3, 2012 |
| | Notes due 2016: | Semiannually on each May 1 and November 1, commencing May 1, 2012 |
| | Notes due 2021: | Semiannually on each May 1 and November 1, commencing May 1, 2012 |
| | Notes due 2041: | Semiannually on each May 1 and November 1, commencing May 1, 2012 |
| Denominations: | Minimum of \$2,000 and integral multiples of \$1,000 in excess of 2,000 | |
| Optional Redemption: | Notes due 2014: | Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2014 being redeemed or the discounted present value at Treasury Rate plus 15 basis points plus, in each case, accrued and unpaid interest |
| | Notes due 2016: | Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2016 being redeemed or the discounted present value at Treasury Rate plus 20 basis points plus, in each case, accrued and unpaid interest |
| | Notes due 2021: | Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2021 being redeemed or the discounted present value at Treasury Rate plus 25 basis points plus, in each case, accrued and unpaid interest |
| | Notes due 2041: | Make-whole call at any time at the greater of 100% of the principal amount of the Notes due 2041 being redeemed or the discounted present value at Treasury Rate plus 30 basis points plus, in each case, accrued and unpaid interest |
| Representatives: | Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. LLC and UBS Securities LLC | |

Allocation:

| | Principal Amount of Notes due 2014 | Principal Amount of Notes due 2016 | Principal Amount of Notes due 2021 | Principal Amount of Notes due 2041 |
|---|---------------------------------------|--|--|---------------------------------------|
| Credit Suisse Securities (USA) LLC | \$ 97,500,000 | \$ 162,500,000 | \$ 240,500,000 | \$ 97,500,000 |
| Morgan Stanley & Co. LLC | 97,500,000 | 162,500,000 | 240,500,000 | 97,500,000 |
| UBS Securities LLC | 97,500,000 | 162,500,000 | 240,500,000 | 97,500,000 |
| Deutsche Bank Securities Inc. | 82,500,000 | 137,500,000 | 203,500,000 | 82,500,000 |
| RBC Capital Markets, LLC | 82,500,000 | 137,500,000 | 203,500,000 | 82,500,000 |
| Barclays Capital Inc. | 30,000,000 | 50,000,000 | 74,000,000 | 30,000,000 |
| Citigroup Global Markets Inc. | 30,000,000 | 50,000,000 | 74,000,000 | 30,000,000 |
| Goldman, Sachs & Co. | 30,000,000 | 50,000,000 | 74,000,000 | 30,000,000 |
| J.P. Morgan Securities LLC | 30,000,000 | 50,000,000 | 74,000,000 | 30,000,000 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | 30,000,000 | 50,000,000 | 74,000,000 | 30,000,000 |
| Mitsubishi UFJ Securities (USA), Inc. | 30,000,000 | 50,000,000 | 74,000,000 | 30,000,000 |
| RBS Securities Inc. | 30,000,000 | 50,000,000 | 74,000,000 | 30,000,000 |
| Wells Fargo Securities, LLC | 30,000,000 | 50,000,000 | 74,000,000 | 30,000,000 |
| Mizuho Securities USA Inc. | 15,000,000 | 25,000,000 | 37,000,000 | 15,000,000 |
| Santander Investment Securities Inc. | 15,000,000 | 25,000,000 | 37,000,000 | 15,000,000 |
| CastleOak Securities, L.P. | 5,625,000 | 9,375,000 | 13,875,000 | 5,625,000 |
| Lebenthal & Co., LLC | 5,625,000 | 9,375,000 | 13,875,000 | 5,625,000 |
| Muriel Siebert & Co., Inc. | 5,625,000 | 9,375,000 | 13,875,000 | 5,625,000 |
| The Williams Capital Group, L.P. | 5,625,000 | 9,375,000 | 13,875,000 | 5,625,000 |
| | \$ 750,000,000 | \$ 1,250,000,000 | \$ 1,850,000,000 | \$ 750,000,000 |

Reference Document: Prospectus Supplement, subject to completion, dated October 27, 2011; Prospectus dated October 27, 2011. **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 the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll-free at 1 (800) 221-1037, Morgan Stanley & Co. LLC toll-free at 1 (866) 718-1649 and UBS Securities LLC toll-free at 1 (877) 827-6444 Ext. 561 3884.**

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