

VERIZON COMMUNICATIONS INC

Form S-4

March 23, 2006

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As filed with the Securities and Exchange Commission on March 23, 2006.

Registration No.

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-4**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

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**Verizon Communications Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**4813**  
(Primary Standard Industrial  
Classification Code Number)  
**140 West Street**

**23-2259884**  
(I.R.S. Employer Identification  
Number)

**New York, New York 10007**

**(212) 395-1000**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Marianne Drost, Esq.**

**Senior Vice President, Deputy General Counsel and Corporate Secretary**

**Verizon Communications Inc.**

**140 West Street**

**New York, New York 10007**

**(212) 395-1000**

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

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*With copies to:*

**Jeffrey J. Rosen, Esq.**

**William D. Regner, Esq.**

**Debevoise & Plimpton LLP**

**919 Third Avenue**

**New York, New York 10022**

**(212) 909-6000**

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**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum	
			Aggregate Offering Price	Amount of Registration Fee
Common Stock (\$0.10 par value)	1,000,000 shares	\$ 34.04	\$ 34,040,000	\$ 3,643

- (1) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(c) under the Securities Act, based on the average of the high and low prices for the common stock as reported on the New York Stock Exchange on March 20, 2006.

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**THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATES AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.**

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**The information in this prospectus is not complete and may be changed. The securities being offered by the use of this prospectus may not be issued until the registration statement filed with the Securities and Exchange Commission, of which this prospectus is a part, is declared effective. This prospectus is not an offer to sell these securities nor a solicitation of any offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**(Subject to Completion dated March 23, 2006)**

**PRELIMINARY PROSPECTUS**

**1,000,000 Shares**

**VERIZON COMMUNICATIONS INC.**

**Common Stock**

**(\$0.10 par value per share)**

We may offer and issue, from time to time, up to 1,000,000 shares of common stock, par value \$0.10 per share, to claimants who would otherwise be entitled to receive common stock of MCI, Inc. upon settlement of claims as creditors pursuant to the Modified Second Amended Joint Plan of Reorganization of MCI, Inc., confirmed by the United States Bankruptcy Court for the Southern District of New York on October 31, 2003, pursuant to the Order Approving Reorganized Debtor's Motion in Furtherance of Implementation of Chapter 11 Plan and Merger with Verizon Communications Inc. issued by the United States Bankruptcy Court for the Southern District of New York on December 19, 2005. We will not receive any cash proceeds from the issuance of these shares.

Our common stock is quoted on the New York Stock Exchange, or NYSE, under the symbol VZ. On March 22, 2006, the last sale price of our common stock as reported on the NYSE was \$34.81.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under this prospectus or determined that this prospectus is accurate or adequate. Any contrary representation is a criminal offense.

This prospectus is dated                      2006.

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This prospectus incorporates important business and financial information about Verizon from documents that is not included in or delivered with this prospectus. This information is available to you without charge upon request. You can obtain the documents incorporated by reference in this prospectus by requesting them in writing or by telephone from Verizon at the following address and telephone number:

Verizon Communications Inc.

One Verizon Way

Basking Ridge, NJ 07920

Telephone: (212) 395-1525

Attention: Investor Relations

**In order to obtain timely delivery, you must request the information no later than five business days before the date by which you must make your investment decision.**

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**EXPLANATORY NOTE**

This prospectus is part of a registration statement that we filed with the SEC registering up to 1,000,000 shares of Verizon common stock, par value \$0.10 per share, that we may issue, from time to time, to claimants who would otherwise be entitled to receive common stock of MCI, Inc., or MCI, pursuant to the Modified Second Amended Joint Plan of Reorganization of MCI, or the MCI Bankruptcy Plan, confirmed by the United States Bankruptcy Court for the Southern District of New York, or the Bankruptcy Court, on October 31, 2003. MCI, LLC, a wholly-owned subsidiary of Verizon, is the successor in interest to MCI as a result of the merger of MCI with and into a subsidiary of Verizon that subsequently changed its name to MCI, LLC, effective as of January 6, 2006, or the Merger. Pursuant to the Order Approving Reorganized Debtor's Motion in Furtherance of Implementation of Chapter 11 Plan and Merger with Verizon Communications Inc., issued by the Bankruptcy Court on December 19, 2005, or the Bankruptcy Court Order, we may distribute, in lieu of MCI common stock, the amount of Verizon common stock and cash which these claimants would have been entitled to receive pursuant to the Merger if these claimants had held shares of MCI common stock immediately prior to the effective date of the Merger.

You should read this prospectus together with additional information described under the heading "Where You Can Find More Information" beginning on page 7.

**SUMMARY**

This summary highlights selected information contained elsewhere in this prospectus or incorporated by reference herein and may not contain all of the information that is important to you. We urge you to read carefully the entire prospectus and the other documents to which we refer, before making an investment decision. See also "Where You Can Find More Information" beginning on page 7.

**Business Description**

Verizon is one of the world's leading providers of communications services. Verizon's domestic wireline telecommunications business provides local telephone services, including broadband, in 28 states and Washington, D.C. and nationwide long-distance and other communications products and services. Verizon's domestic wireless business, operating as Verizon Wireless, provides wireless voice and data products and services across the United States using one of the most extensive national wireless networks. Information Services operates directory publishing businesses and provides electronic commerce services. Verizon's International segment includes wireline and wireless communications operations and investments in the Americas and Europe. In connection with the closing of the merger with MCI which occurred on January 6, 2006, Verizon now owns and operates one of the most expansive end-to-end global Internet Protocol (IP) networks which includes over 270,000 domestic and 360,000 international route miles of fiber optic cable and provides access to over 140 countries worldwide. Operating as Verizon Business, Verizon is now better able to provide next-generation IP network services to medium and large businesses and government customers. Stressing diversity and commitment to the communities in which we operate, Verizon has a highly diverse workforce of 250,000 employees, including Verizon Business.

Verizon was formerly known as Bell Atlantic Corporation, which was incorporated in 1983 under the laws of the State of Delaware. Verizon began doing business as Verizon Communications on June 30, 2000, when a subsidiary of Bell Atlantic Corporation merged with GTE Corporation. Bell Atlantic Corporation changed its legal name to Verizon Communications Inc. on September 22, 2000.

The principal executive offices of Verizon are located at 140 West Street, New York, New York 10007 and the telephone number of Verizon is (212) 395-1000.

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This prospectus incorporates important business and financial information about Verizon from other documents that are not included in or delivered with this prospectus. For a listing of the documents incorporated by reference in this prospectus, see [Where You Can Find More Information](#) beginning on page 7.

**Selected Historical Financial Information**

We are providing the following financial information to assist you in making your investment decision. Annual Verizon historical information is derived from the consolidated financial statements of Verizon as of and for each of the years ended December 31, 2001 through 2005.

The information is only a summary and should be read in conjunction with Verizon's historical consolidated financial statements and related notes contained in, as applicable, Verizon's Annual Report on Form 10-K for the year ended December 31, 2005, which has been incorporated by reference in this prospectus, as well as other information that has been filed with the SEC. See [Where You Can Find More Information](#) beginning on page 7 for information on where you can obtain copies of this information. The historical results included below and elsewhere in this prospectus may not be indicative of the future performance of Verizon.

	Years ended December 31,				
	2005	2004	2003	2002	2001
	(dollars in millions, except per share amounts)				
<b>Results of Operations:</b>					
Operating revenues	\$ 75,112	\$ 71,283	\$ 67,468	\$ 67,056	\$ 66,513
Operating income	14,814	13,117	7,407	14,877	11,402
Income before discontinued operations, extraordinary items and cumulative effect of accounting change	7,397	7,261	3,460	4,591	545
Per share of common stock - basic	2.67	2.62	1.26	1.68	.20
Per share of common stock - diluted	2.65	2.59	1.25	1.67	.20
Net income	7,397	7,831	3,077	4,079	389
Net income available to common shareowners	7,397	7,831	3,077	4,079	389
Per share of common stock - basic	2.67	2.83	1.12	1.49	.14
Per share of common stock - diluted	2.65	2.79	1.12	1.49	.14
Cash dividends declared per share of common stock	1.62	1.54	1.54	1.54	1.54

	As of December 31,				
	2005	2004	2003	2002	2001
	(dollars in millions)				
<b>Financial Position:</b>					
Total assets	\$ 168,130	\$ 165,958	\$ 165,968	\$ 167,468	\$ 170,795
Long-term debt	31,869	35,674	39,413	44,003	44,873
Employee benefit obligations	18,819	17,941	16,754	15,392	11,895
Minority interest	26,754	25,053	24,348	24,057	21,915
Shareowners' investment	39,680	37,560	33,466	32,616	32,539

Significant events affecting historical earnings trends in 2003 through December 31, 2005 are described in Verizon's Annual Report on Form 10-K for the year ended December 31, 2005, which is incorporated by reference in this prospectus.

2002 data includes gains on investments and sales of businesses and other special and/or non-recurring items.

2001 data includes losses on investments, severance benefits charges, and other special and/or non-recurring items.

**Table of Contents****Verizon Per Share Information**

The following table sets forth selected historical per share information of Verizon. You should read this information in conjunction with the selected historical financial information, included elsewhere in this prospectus, and the historical financial statements of Verizon that are incorporated in this prospectus by reference. The historical per share information is derived from the financial statements of Verizon as of and for the year ended December 31, 2005, which have been incorporated by reference in this prospectus.

	<b>Year ended December 31, 2005</b>
Income before discontinued operations and cumulative effect of accounting change	\$ 7,397
Basic	2.67
Diluted	2.65
Dividends per share	1.62
Book value per share	14.36

**Per Share Market Price and Dividend Information**

Verizon common stock is quoted on the NYSE under the symbol VZ. On March 22, 2006, the last sale price of our common stock as reported on the NYSE was \$34.81.

From 1997 until February 1, 2005, Verizon paid regular quarterly dividends on its common stock of \$0.385. On March 4, 2005, Verizon's board of directors approved a 5.2% increase in the quarterly dividend to \$0.405 per share.



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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference into this prospectus contain forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements in this prospectus and the other documents incorporated by reference that are not historical facts are hereby identified as forward-looking statements for the purpose of the safe harbor provided by Section 21E of the Exchange Act of 1934 and Section 27A of the Securities Act of 1933.

These forward-looking statements, wherever they occur in this prospectus, are estimates reflecting the best judgment of our senior management. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in this prospectus. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include the following:

materially adverse changes in economic and industry conditions and labor matters, including workforce levels and labor negotiations, and any resulting financial and/or operational impact, in the markets served by us or by companies in which we have substantial investments;

material changes in available technology;

technology substitution;

an adverse change in ratings afforded our debt securities by nationally-accredited ratings organizations;

the final results of federal and state regulatory proceedings concerning provision of retail and wholesale services and judicial review of those results;

the effects of competition in our markets;

the timing, scope and financial impacts of the deployment of our fiber-to-the-premises broadband technology;

the ability of Verizon Wireless to continue to obtain sufficient spectrum resources;

changes in accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; and

the extent and timing of our ability to obtain revenue enhancements and cost savings following our business combination with MCI. Words such as estimate, project, plan, intend, could, may, continue, believe, will and variations of these words and similar expressions are intended to identify forward-looking statements. These forward-looking statements are found at various places throughout this prospectus and the other documents incorporated by reference.

You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this prospectus or the date of any document incorporated by reference.

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We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur.

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**CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

The following discussion summarizes certain federal income tax consequences of the receipt of Verizon common stock and cash pursuant to the MCI Bankruptcy Plan by certain holders of claims. The following summary is based on the Internal Revenue Code of 1986, as amended, or the Code, Treasury Regulations promulgated thereunder, judicial decisions, and published administrative rules and pronouncements of the Internal Revenue Service, or the IRS, as in effect on the date hereof. Changes in these rules or new interpretations thereof may have retroactive effect and could significantly affect the federal income tax consequences described below.

The federal income tax consequences of the MCI Bankruptcy Plan are complex and are subject to significant uncertainties. Verizon has not requested a ruling from the IRS or an opinion of counsel with respect to any of the tax aspects of the MCI Bankruptcy Plan. Thus, no assurance can be given as to the interpretation that the IRS will adopt. In addition, this summary does not address foreign, state, or local tax consequences of the MCI Bankruptcy Plan, nor does it purport to address the federal income tax consequences of the MCI Bankruptcy Plan to special classes of taxpayers (such as foreign taxpayers, broker dealers, banks, mutual funds, insurance companies, financial institutions, small business investment companies, regulated investment companies, tax exempt organizations, and investors in pass through entities).

**Accordingly, the following summary of certain federal income tax consequences is for informational purposes only and is not a substitute for careful tax planning and advice based upon the individual circumstances pertaining to a holder of a claim. All holders of claims are urged to consult their own tax advisors for the federal, state, local and other tax consequences applicable under the MCI Bankruptcy Plan. In addition, holders of claims are urged to review the Debtor's Disclosure Statement Pursuant to Section 1145 of the Bankruptcy Code dated May 23, 2003.**

Pursuant to and in accordance with the MCI Bankruptcy Plan and the Bankruptcy Court Order, certain claimants will receive Verizon common stock and cash in satisfaction of all or a portion of their claims. The federal income tax consequences of the MCI Bankruptcy Plan to these claimants may depend, in part, on whether the claimant's claims constitute securities for federal income tax purposes. The term security is not defined in the Code or in the Treasury Regulations issued thereunder and has not been clearly defined by judicial decisions. The determination of whether a particular claim constitutes a security depends on an overall evaluation of the nature of the original debt. Each claimant is urged to consult its own tax advisor regarding the status of its claim, or any portion thereof, as securities for federal income tax purposes.

**Consequences to Holders of Claims that are not Securities**

The receipt of Verizon common stock and cash in satisfaction of certain claims that do not constitute securities will generally be a fully taxable transaction. In general, claimants will recognize gain or loss in an amount equal to the difference between (i) the sum of the fair market value of any Verizon common stock and the amount of any cash received in satisfaction of the claim (other than any claim for accrued but unpaid interest) and (ii) the claimant's adjusted tax basis in its claim (other than any claim for accrued but unpaid interest). Where gain or loss is recognized by a holder, the character of such gain or loss as long term or short term capital gain or loss or as ordinary income or loss will be determined by a number of factors, including the tax status of the holder, whether the claim constitutes a capital asset in the hands of the holder and how long it has been held, whether the claim was acquired at a market discount, and whether and to what extent the holder had previously claimed a bad debt deduction. A holder who purchased its claim from a prior holder at a market discount may be subject to the market discount rules of the Code. Under those rules, assuming that the holder has made no election to amortize the market discount into income on a current basis with respect to any market discount instrument, any gain recognized on the exchange of its claim (subject to a de minimis rule) generally would be characterized as ordinary income to the extent of the accrued market discount on the claim as of the date of the exchange.

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A claimant's tax basis in any Verizon common stock received generally will equal the fair market value of this stock. The holding period for any Verizon common stock generally will begin the day following the issuance of this stock. For a discussion of the tax consequences of amounts received in respect of accrued interest, see **Distributions in Respect of Accrued Interest** below.

### **Consequences to Holders of Claims that are Securities**

The treatment of any holder of a claim that constitutes a security for federal income tax purposes and that has not previously received MCI common stock in satisfaction of that claim pursuant to the MCI Bankruptcy Plan is unclear. Each holder with a claim that is a security is urged to consult its own tax advisor with respect to the tax consequences of its receipt of Verizon common stock and cash pursuant to the MCI Bankruptcy Plan.

### **Distributions in Respect of Accrued Interest**

In general, to the extent that any distribution to a claimant is received in satisfaction of accrued interest or amortized original issue discount, or OID, during its holding period, the amount will be taxable to the claimant as interest income (if not previously included in the claimant's gross income). Conversely, a claimant generally recognizes a deductible loss to the extent any accrued interest claimed or amortized OID was previously included in its gross income and is not paid in full. However, it is unclear whether a claimant with previously included OID that is not paid in full would be required to recognize a capital loss rather than an ordinary loss.

Pursuant to the MCI Bankruptcy Plan, all distributions in respect of any claim will be allocated first to the principal amount of the claim, as determined for federal income tax purposes, and thereafter, to the remaining portion of the claim, if any. However, there is no assurance that this allocation would be respected by the IRS for federal income tax purposes. Each claimant is urged to consult its tax advisor regarding the allocation of consideration and the deductibility of unpaid interest for tax purposes.

### **Subsequent Sale of Verizon Common Stock**

Any gain recognized by a claimant upon a subsequent taxable disposition of Verizon common stock received in satisfaction of a claim directly against MCI or certain subsidiaries of MCI pursuant to the MCI Bankruptcy Plan (or any stock or property received for it in a later tax free exchange) will likely be treated as ordinary income to the extent of (i) any bad debt deductions (or additions to a bad debt reserve) claimed with respect to its claim and any ordinary loss deductions incurred upon satisfaction of its claim, less any income (other than interest income) recognized by the claimant upon satisfaction of its claim, and (ii) with respect to a cash basis claimant, any amount that would have been included in its gross income if the claimant's claim had been satisfied in full but that was not included by reason of the cash method of accounting. To the extent that a claimant recognizes gain that is not treated as ordinary income pursuant to the preceding sentence, or recognizes loss, on a subsequent disposition of Verizon common stock, the character of this gain or loss as long term or short term capital gain or loss or as ordinary income or loss will be determined by a number of factors, including the tax status of the claimant, whether the claim constitutes a capital asset in the hands of the claimant and how long it has been held.

### **Backup Withholding**

All distributions to claimants under the MCI Bankruptcy Plan are subject to any applicable withholding (including employment tax withholding). Under federal income tax law, interest, dividends, and other reportable payments may, under certain circumstances, be subject to backup withholding at the then applicable rate (currently 28%). Backup withholding generally applies if the claimant (i) fails to furnish its social security number or other taxpayer identification number, or TIN, (ii) furnishes an incorrect TIN, (iii) fails properly to

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report interest or dividends, or (iv) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the TIN provided is its correct number and that it is a United States person that is not subject to backup withholding. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax. Certain persons are exempt from backup withholding, including, in certain circumstances, corporations and financial institutions.

**The foregoing summary has been provided for informational purposes only. All claimants are urged to consult their tax advisors concerning the federal, state, local and other tax consequences applicable under the MCI Bankruptcy Plan.**

### **USE OF PROCEEDS**

This prospectus relates to shares of Verizon which may be offered and issued by Verizon from time to time to claimants who would otherwise be entitled to receive common stock of MCI under the MCI Bankruptcy Plan pursuant to the Bankruptcy Court Order. We will not receive any cash proceeds from these offerings.

### **LEGAL MATTERS**

The validity of the shares of Verizon common stock offered by this prospectus will be passed upon for Verizon by William P. Barr, its Executive Vice President and General Counsel. As of January 31, 2006, Mr. Barr was the beneficial owner of approximately 13,473 shares of Verizon common stock and had options to purchase an aggregate of 1,435,700 shares of Verizon common stock which are exercisable currently or within the next 60 days.

### **EXPERTS**

The consolidated financial statements of Verizon Communications Inc. (Verizon) incorporated by reference in Verizon's Annual Report (Form 10-K) for the year ended December 31, 2005 (including the schedule appearing therein), and Verizon management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2005 incorporated by reference therein, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in its reports thereon, incorporated by reference therein, and incorporated herein by reference. Such consolidated financial statements and management's assessment are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

### **WHERE YOU CAN FIND MORE INFORMATION**

Verizon files annual, quarterly and special reports, proxy statements and other information with the SEC under the Exchange Act of 1934. You may read and copy any of this information at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. The SEC also maintains an Internet Web site that contains reports, proxy and information statements, and other information regarding issuers, including Verizon, who file electronically with the SEC. The address of that site is [www.sec.gov](http://www.sec.gov). The information contained on the SEC's Web site is expressly not incorporated by reference in this prospectus.

Verizon has filed with the SEC a registration statement of which this prospectus forms a part. The registration statement registers the shares of Verizon common stock to be issued to claimants who would otherwise be entitled to receive common stock of MCI under the MCI Bankruptcy Plan pursuant to the Bankruptcy Court Order. The registration statement, including the attached exhibits and schedules, contains additional relevant information about Verizon common stock. The rules and regulations of the SEC allow Verizon to omit certain information included in the registration statement from this prospectus.

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In addition, the SEC allows Verizon to disclose important information to you by referring you to other documents filed separately with the SEC. This information is considered to be a part of this prospectus, except for any information that is superseded by information included directly in this prospectus.

This prospectus incorporates by reference the documents listed below that Verizon has previously filed or will file with the SEC. They contain important information about Verizon, its financial condition and other matters.

Annual Report on Form 10-K for the year ended December 31, 2005 (including those portions of the definitive proxy statement for Verizon's annual meeting of stockholders filed on March 20, 2006 incorporated by reference therein);

Current Reports on Form 8-K, filed on January 6, 2006, January 6, 2006, January 9, 2006, January 12, 2006, January 17, 2006, January 20, 2006, January 24, 2006, January 26, 2006, January 27, 2006, February 2, 2006, February 9, 2006, February 21, 2006, February 27, 2006, February 28, 2006 and March 7, 2006; and

The description of Verizon's common stock contained in Verizon's Form S-3 filed on September 23, 2003, File No. 333-109028 and any amendment or report filed with the SEC for the purpose of updating this description.

In addition, Verizon incorporates by reference any future filings it makes with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934 after the date of this prospectus. These documents are considered to be a part of this prospectus, effective as of the date each of the documents are filed. In the event of conflicting information in these documents, the information in the latest filed document should be considered correct.

You can obtain any of the documents listed above either from the SEC, through the SEC's Web site at the address described above or through Verizon's website address [www.verizon.com](http://www.verizon.com). This information is included in Investor Information on our website. Alternately, Verizon will provide you with copies of these documents without charge upon oral or written request to:

Verizon Communications Inc.

One Verizon Way

Basking Ridge, NJ 07920

Telephone: (212) 395-1525

Attention: Investor Relations

These documents are available from Verizon without charge, excluding any exhibits to them unless the exhibit is specifically listed as an exhibit to the registration statement of which this prospectus forms a part.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 20. Indemnification of Directors and Officers**

Section 145 of the Delaware General Corporation Law permits a corporation to indemnify officers and directors for actions taken in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action, which they had no reasonable cause to believe was unlawful.

As permitted by the Delaware General Corporation Law, Verizon's restated certificate of incorporation provides that Verizon will indemnify certain representatives against reasonable expenses, judgments, fines and amounts paid in settlement actually incurred by the representative in connection with a proceeding to which the indemnified person was a party because he or she was or is an authorized representative of Verizon.

Verizon's restated certificate of incorporation permits the advancement of expenses to an indemnified party, subject to Verizon's right to recover the advanced amount under certain circumstances.

Verizon maintains liability insurance for the benefit of the directors and officers against certain liabilities which might be incurred by them in these capacities and against which they cannot be indemnified by Verizon. See also the undertakings set out in response to Item 22.

**Item 21. Exhibits and Financial Statement Schedules**

The following exhibits are filed as part of, or are incorporated by reference in, this registration statement:

<b>Exhibit No</b>	<b>Description of Exhibit</b>
5	Opinion of William P. Barr, Esq., Executive Vice President and General Counsel of Verizon Communications Inc. (filed herewith)
23.1	Consent of Ernst & Young LLP (filed herewith)
23.2	Consent of William P. Barr (included in Exhibit 5)
24.1	Powers of Attorney (included on the signature pages)

**Item 22. Undertakings**

(a) The undersigned registrant hereby undertakes as follows:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(A) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(B) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;





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(C) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(d) The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11 or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(e) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

(f) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York on the 23rd day of March, 2006.

VERIZON COMMUNICATIONS INC.

By: /s/ THOMAS A. BARTLETT  
Name: **Thomas A. Bartlett**  
Title: **Senior Vice President and Controller**

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and hereby appoints Ivan G. Seidenberg, Doreen A. Toben, Thomas A. Bartlett and Catherine T. Webster, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments, to this registration statement, to sign any registration statement for the same offering covered by this registration statement that is to be declared effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, and to file the same, with all exhibits thereto and all documents in connection therewith, making such changes in this registration statement as such person or persons so acting deems appropriate, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 23rd day of March, 2006.

/s/ IVAN G. SEIDENBERG  
**Ivan G. Seidenberg**  
**Chairman of the Board and Chief Executive Officer**

/s/ DOREEN A. TOBEN  
**Doreen A. Toben**  
**Executive Vice President and Chief Financial Officer**

/s/ JAMES R. BARKER  
**James R. Barker**  
**Director**

/s/ RICHARD L. CARRIÓN  
**Richard L. Carrión**  
**Director**

/s/ ROBERT W. LANE  
**Robert W. Lane**  
**Director**

/s/ SANDRA O. MOOSE  
**Sandra O. Moose**  
**Director**

/s/ JOSEPH NEUBAUER  
**Joseph Neubauer**  
**Director**

/s/ DONALD T. NICOLAISEN  
**Donald T. Nicolaisen**  
**Director**

/s/ THOMAS H. O BRIEN  
**Thomas H. O Brien**  
**Director**

/s/ CLARENCE OTIS, JR.  
**Clarence Otis, Jr.**  
**Director**

/s/ HUGH B. PRICE  
**Hugh B. Price**  
**Director**

/s/ WALTER V. SHIPLEY  
**Walter V. Shipley**  
**Director**

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*/s/* JOHN R. STAFFORD  
**John R. Stafford**  
**Director**

*/s/* ROBERT D. STOREY  
**Robert D. Storey**  
**Director**

*/s/* THOMAS A. BARTLETT  
**Thomas A. Bartlett**  
**Senior Vice President and Controller**

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**EXHIBIT INDEX**

The following exhibits are filed as part of, or are incorporated by reference in, this registration statement:

<b>Exhibit No</b>	<b>Description of Exhibit</b>
5	Opinion of William P. Barr, Esq., Executive Vice President and General Counsel of Verizon Communications Inc. (filed herewith)
23.1	Consent of Ernst & Young LLP (filed herewith)
23.2	Consent of William P. Barr (included in Exhibit 5)
24.1	Powers of Attorney (included on the signature pages)