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VERIZON COMMUNICATIONS INC

Form 8-K

February 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT: FEBRUARY 9, 2006
(DATE OF EARLIEST EVENT REPORTED)

VERIZON COMMUNICATIONS INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION)

1-8606
(COMMISSION FILE NUMBER)

23-2259884
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

140 WEST STREET
NEW YORK, NEW YORK
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

10007
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (212) 395-2121

NOT APPLICABLE
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

The following documents are filed with reference to and are hereby incorporated by reference into the Registration Statement on Form S-3 (File No. 333-109028) filed with the Securities and Exchange Commission on September 23, 2003.

(d) EXHIBITS

| EXHIBIT NO. | DESCRIPTION |
|----------------|--|
| ----- | ----- |
| 1.1 | Form of Purchase Agreement for Debt Securities of Verizon Communications Inc. |
| 4.1 | Second Supplemental Indenture between Verizon Communications Inc., both individually and as successor in interest to Verizon Global Funding Corp., and Wachovia Bank, National Association, formerly known as First Union National Bank, as trustee, dated as of September 29, 2004. |
| 4.2 | Third Supplemental Indenture between Verizon Communications Inc., both individually and as successor in interest to Verizon Global Funding Corp., and Wachovia Bank, National Association, formerly known as First Union National Bank, as trustee, dated as of February 1, 2006. |
| 4.3 | Form of Fixed Rate Debt Security of Verizon Communications Inc. |
| 4.4 | Form of Floating Rate Debt Security of Verizon Communications Inc. |
| 5.1 | Opinion and Consent of William P. Barr, Esq. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Verizon Communications Inc.

Date: February 9, 2006

By: /s/ Catherine T. Webster

Name: Catherine T. Webster
Title: Senior Vice President and Treasurer