

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL  
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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>COLE DAVID D</b>	<b>CENTURYLINK, INC [ CTL ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr.VP-Controller &amp; Ops Support</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>CENTURYLINK, INC., 100 CENTURYLINK DRIVE</b>	<b>3/15/2013</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>MONROE, LA 71203</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/15/2013		D		634 (1)	D	\$0	157785.03 (2)	D	
Common Stock	3/15/2013		F		4728	D	\$34.37	153057.03 (2)	D	
Common Stock								18011.12	I	By 401(k) plan
Common Stock								12035.19	I	By ESOP
Common Stock								2153.3134	I	By ESOP - spouse (3)
Common Stock								2139	I	By PAYSOP
Common Stock								910.2891	I	By PAYSOP - spouse (3)
Common Stock								11175.53	I	By Stock Bonus Plan
Common Stock								3834.352	I	By Stock Bonus Plan - spouse (3)

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

- (1) In a Form 4 filed on March 10, 2010, the reporting person reported the grant of 31,715 shares of restricted stock, 15,858 of which would vest based upon achievement of performance conditions related to the issuer's total shareholder return over specified time periods. On February 26, 2013, the issuer determined that the performance conditions for the second of the two vesting dates had been satisfied at 92% and, as a result, 92% of the second tranche was vested effective March 15, 2013 pursuant to the terms of the grant and the remainder was forfeited.
- (2) Includes ESPP purchases through February 21, 2013.
- (3) The reporting person disclaims beneficial ownership of these shares.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>COLE DAVID D</b> <b>CENTURYLINK, INC.</b> <b>100 CENTURYLINK DRIVE</b> <b>MONROE, LA 71203</b>			<b>Sr.VP-Controller &amp; Ops Support</b>	

**Signatures**/s/ Jennifer A. D'Alessandro, as attorney-in-fact3/19/2013

\*\*  
—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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