

# 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<br>(Check all applicable)   |
| <b>POST GLEN F III</b>                              | <b>CENTURYLINK, INC [ CTL ]</b>                   | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>CEO &amp; President</b> |
| (Last) (First) (Middle)                             | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |
| <b>CENTURYLINK, INC., 100<br/>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<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price   |   |   |   |
| Common Stock                       | 3/15/2013      |   | D                            |   | 2528<br>(1)   | D             | \$0     | 619809.7473 (2)   | D   |   |
| Common Stock                       | 3/15/2013      |   | F                            |   | 23441   | D             | \$34.37 | 596368.7473 (2)   | D   |   |
| Common Stock                       |                |   |                              |   |   |               |         | 21872.03  | I   | By 401(k)<br>plan   |
| Common Stock                       |                |   |                              |   |   |               |         | 30267.62  | I   | By ESOP   |
| Common Stock                       |                |   |                              |   |   |               |         | 8613.26   | I   | By PAYSOP   |
| Common Stock                       |                |   |                              |   |   |               |         | 74074.25  | I   | By Stock<br>Bonus<br>Plan   |

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

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

#### Explanation of Responses:

- (1) In a Form 4 filed on March 10, 2010, the reporting person reported the grant of 126,400 shares of restricted stock, 63,200 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.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| <b>POST GLEN F III<br/>CENTURYLINK, INC.<br/>100 CENTURYLINK DRIVE<br/>MONROE, LA 71203</b> | <b>X</b>      |           | <b>CEO &amp; President</b> |       |

#### Signatures

/s/ Jennifer A. D'Alessandro, as attorney-in-fact

3/19/2013

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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