

# FORM 4

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

OMB APPROVAL  
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[ X ] Check this box if no longer  
subject to Section 16. Form 4 or  
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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 * <b>MAHONEY MICHAEL J</b>  (Last) (First) (Middle) <b>1025 ELDORADO BLVD</b> (Street) <b>BROOMFIELD, CO 80021</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>LEVEL 3 COMMUNICATIONS INC [ LVL3 ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/1/2017</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**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)
Common Stock	11/1/2017		D (U)	64588.0000 D \$0 (U)	0.0000	D	

**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	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				

#### Explanation of Responses:

- (1) Disposition pursuant to the merger (the "Merger") of Wildcat Merger Sub 1 LLC with and into Level 3 pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 31, 2016, by and between CenturyLink, Inc. ("CenturyLink"), Wildcat Merger Sub 1 LLC, WWG Merger Sub LLC and Level 3, with the Merger being a transaction exempt under Rule 16b-3(e). Pursuant to the Merger Agreement at the effective time of the Merger, each share of Level 3 common stock was converted into (A) 1.4286 shares of common stock of CenturyLink, par value \$1.00 per share (the "Exchange Ratio") and (B) the right to receive \$26.50 in cash, without interest (the "Merger Consideration"). Also, pursuant to the Merger Agreement at the effective time of the Merger, each issued and outstanding restricted stock unit award granted prior to April 1, 2014 and each restricted stock unit award granted to a non-employee member of Level 3's Board of Directors was exchanged for Merger Consideration.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHONEY MICHAEL J 1025 ELDORADO BLVD BROOMFIELD, CO 80021	X			

#### Signatures

/s/ Neil J. Eckstein as Attorney in Fact

11/2/2017

\*\* 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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