CENTURYLINK, INC

Form 4

February 24, 2014

FORM 4

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

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Section 16.
Form 4 or
Form 5
obligations
may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

response...

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Per GOFF STACEY W	2. Issuer Name and Ticker or Trading Symbol CENTURYLINK, INC [CTL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Mid				
CENTURYLINK, INC., 100 CENTURYLINK DRIVE	(Month/Day/Year) 02/20/2014	Director 10% Owner Officer (give title Other (specify below) Ex. VP & Gen. Counsel		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MONROE, LA 71203		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/20/2014		Code V F	Amount 1,628	(D) D	Price \$ 31.12	(Instr. 3 and 4) 115,202	D	
Common Stock	02/20/2014		A	43,517 (1)	A	\$0	158,719	D	
Common Stock	02/20/2014		D	13,225 (2)	D	\$ 0	145,494	D	
Common Stock							1,905.004	I	By 401(k) plan
Common Stock							2,630.846	I	By ESOP

Common Stock 580.381 I Bonus Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GOFF STACEY W			Ex. VP &					
CENTURYLINK, INC.								
100 CENTURYLINK DRIVE			Gen.					
MONROE, LA 71203			Counsel					

Signatures

/s/ Jennifer A. D'Alessandro, as attorney-in-fact 02/24/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) 40% of the grant vests in three equal annual installments beginning on February 20, 2015; 30% vests on February 20, 2017 based upon satisfaction of performance conditions related to the issuer's revenue for 2014, 2015 and 2016; and 30% vests on February 20, 2017 based upon satisfaction of conditions related to the issuer's total relative shareholder return for 2014, 2015 and 2016; in each case provided that

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the reporting person remains employed by the issuer over the vesting period (except in the case of death, disability or certain terminations of employment following a change of control).

In a Form 4 filed on June 2, 2011, the reporting person reported the grant of 26,449 shares of restricted stock, 13,225 of which would vest based upon achievement of performance conditions related to the issuer's total shareholder return over specified time periods. On February 20, 2014, the issuer determined that the performance conditions had not been satisfied and, as a result, the performance-vesting shares were forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.