

PATEL SUNIT S
Form 4
November 03, 2017

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PATEL SUNIT S

2. Issuer Name and Ticker or Trading Symbol
CENTURYLINK, INC [CTL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CENTURYLINK, INC., 100 CENTURYLINK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MONROE, LA 71203

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/01/2017 | | A | | 644,892 | A | (1) |
| Common Stock | 11/01/2017 | | A | | 533,699 | A | (2) |
| Common Stock | 11/01/2017 | | D | | 387,437 | D | \$ 17.85 (3) |
| Common Stock | 11/01/2017 | | A | (4) | 77,742 | A | \$ 0 |
| Common Stock | 11/01/2017 | | A | (5) | 67,377 | A | \$ 0 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---|-------|---|-----------|
| Common Stock | 11/01/2017 | A | 8,538 | A | Ⓛ | 8,538 | I | By 401(k) |
| Common Stock | 11/01/2017 | A | 1,428 | A | Ⓛ | 1,428 | I | By IRA |

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

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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. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

PATEL SUNIT S
C/O CENTURYLINK, INC.
100 CENTURYLINK DRIVE
MONROE, LA 71203

Director 10% Owner Officer Other

Executive Vice President & CFO

Signatures

/s/ Hope M. Spencer at Attorney-in-Fact for Sunit S. Patel

11/03/2017

__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) On November 1, 2017, the Issuer acquired Level 3 Communications, Inc. ("Level 3" and such acquisition, the "Merger") pursuant to the Agreement and Plan of Merger (the "Merger Agreement") by and among the Issuer, Level 3, Wildcat Merger Sub I LLC and WWG

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Merger Sub LLC. Upon the Effective Time (as defined in the Merger Agreement), each outstanding Level 3 common share held by the Reporting Person was converted into the right to receive (a) \$26.50 in cash, without interest, and (b) 1.4286 shares of the Issuer's common stock, with cash paid in lieu of fractional shares.

- (2) Pursuant to the terms of the Merger Agreement, at the Effective Time, each outstanding Level 3 restricted stock unit award was converted into a restricted stock unit award (the "RSUs") relating to a number of shares of the Issuer's common stock (rounded up to the nearest whole share) equal to the product of (a) 2.8386 (the Equity Award Exchange Ratio, calculated as provided in the Merger Agreement) multiplied by (b) the number of Level 3 common shares subject to the award immediately prior to the Effective Time.
- (3) Effective immediately following the Merger, pursuant to an agreement between the Issuer and the Reporting Person, these RSUs were fully vested and converted to a deferred cash award, which will pay out in accordance with the original award payout schedule.
- (4) Represents a grant of restricted stock that will vest on November 1, 2020, with payout ranging between 0-200% based on the level of achievement on two separate but equally-weighted performance criteria (one qualitative and one quantitative).
- (5) Represents a grant of restricted stock that will vest on November 1, 2018.

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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