CENTURYLINK, INC

Form 4

February 24, 2015

FORM 4

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

OMB Number: 3235-0287

Estimated average

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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

OMB APPROVAL

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...

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See Instruction 1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol CENTURYLINK, INC [CTL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
3. Date of Earliest Transaction	(Check an applicable)			
(Month/Day/Year) 02/20/2015	Director 10% OwnerX Officer (give title Other (specify below) EVP, CAO & GC			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol CENTURYLINK, INC [CTL] 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2015 4. If Amendment, Date Original			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/20/2015		F(1)	3,484	D	\$ 37.02	106,406	D	
Common Stock	02/20/2015		D(2)	14,765	D	\$0	91,641	D	
Common Stock	02/23/2015		A(3)	32,523	A	\$0	124,164	D	
Common Stock							2,015.569	I	by 401(k) Plan
Common Stock							2,783.538	I	by ESOP

Common Stock $\begin{array}{c} \text{by Stock} \\ \text{Stock} \end{array}$

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

Director 10% Owner Officer Other

GOFF STACEY W C/O CENTURYLINK, INC. 100 CENTURYLINK DRIVE

EVP, CAO & GC

Signatures

MONROE, LA 71203

Hope M. Spencer, as Attorney-in-Fact for Stacey W. Goff

02/24/2015

**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) Shares withheld to cover the taxes due upon the vesting of restricted stock.
- (2) On February 20, 2015 these shares of unvested restricted stock were forfeited due to a failure to achieve the applicable performance vesting condition.

Reporting Owners 2

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- Represents a grant of restricted stock (40% time-based and 60% performance-based). The time-based portion will vest in three equal (3) annual installments beginning one year from the date of grant. The performance-based portion is divided among two separate three-year performance metrics, which will vest on February 23, 2018 to the extent that the applicable metric is achieved.
- (4) This is a legacy defined contribution plan sponsored by the Issuer.

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.