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GEPHARDT	Richard A										
Form 4											
May 29, 2012	2										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
CONVIA UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box									Expires:	January 31,	
if no longer subject to STATEMENT OF CHAN				GES IN BENEFICIAL OW				NERSHIP OF	Estimated a	2005 average	
Section 16	ó .	SECURITIES							irs per		
Form 4 or Form 5									response	0.5	
obligation	~ ~						-	ge Act of 1934,			
may contin				•	•	• •		f 1935 or Sectio	n		
See Instruct 1(b).	ction	30(n)	of the Inv	/estment (Company	Act	01 19	40			
(Print or Type R	esponses)										
GEPHARDT Richard A Symbol				er Name and Ticker or Trading URYLINK, INC [CTL]				5. Relationship of Reporting Person(s) to Issuer			
			3 Date of	ate of Earliest Transaction				(Check all applicable)			
				th/Day/Year)			X Director	10%	Owner		
CENTURYLINK, INC., 100 05/24/2				-				Officer (give		er (specify	
CENTURYL	INK DRIVE							below)	below)		
(Street) 4. If Ame				ndment, Date Original			6. Individual or Joint/Group Filing(Check				
				(Month/Day/Year)				Applicable Line)			
MONROE, I	LA 71203								One Reporting Pa More than One Re		
								Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	lecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A))	SecuritiesHBeneficially()OwnedHFollowing()ReportedH		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				a		or		Transaction(s) (Instr. 3 and 4)			
Common				Code V	Amount	(D)	Price	(
Common Stock	05/24/2012			А	2,966 (1)	А	\$0	10,418	D		

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.

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GEPHARDT Richard A CENTURYLINK, INC. 100 CENTURYLINK DRIVE MONROE, LA 71203	X						
Signatures							
/s/ Jennifer A. D'Alessandro, as attorney-in-fact			05/29/2012				
**Signature of Reporting Perso	n		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) The grant vests on May 31, 2013.

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.