

LEVEL 3 COMMUNICATIONS INC
Reported by
SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/16/12 for the Period Ending 05/14/12

Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, CO 80021
Telephone	7208881000
CIK	0000794323
Symbol	LVLT
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
STT CROSSING LTD			LEVEL 3 COMMUNICATIONS INC [LVL3]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			
ROGERS HOUSE, 5 PRESIDENT JOHN KENNEDY STREET			5/14/2012			
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
PORT LOUIS, O4 04					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)			(State)		(Zip)	

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	5/14/2012		P		300000	A	\$23.9711
Common Stock	5/15/2012		P		329993	A	\$23.9325

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) Temasek Holdings (Private) Limited ("Temasek") is the parent of Singapore Technologies Telemedia Pte Ltd, which is the direct parent of STT Communications Ltd ("STTC"), which is the parent of STT Crossing Ltd ("STT Crossing"), the designated filer. Because of the foregoing relationships, the direct and indirect parents of STT Crossing may be deemed to indirectly own the reported securities directly owned by STT Crossing. Temasek disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STT CROSSING LTD ROGERS HOUSE 5 PRESIDENT JOHN KENNEDY STREET PORT LOUIS, O4 04		X		
STT COMMUNICATIONS LTD				

51 CUPPAGE ROAD #09-01 SINGAPORE 229469		X		
SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD				
51 CUPPAGE ROAD #09-01 SINGAPORE 229469		X		
TEMASEK HOLDINGS (PRIVATE) LTD 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE 238891		X		

Signatures

/s/ Stephen Geoffrey Miller, Director, STT Crossing Ltd

**** Signature of Reporting Person**

5/16/2012

Date

/s/ Chan Jen Keet, Company Secretary, STT Communications Ltd

**** Signature of Reporting Person**

5/16/2012

Date

/s/ Chan Jen Keet, Company Secretary, Singapore Technologies Telemedia Pte Ltd

**** Signature of Reporting Person**

5/16/2012

Date

/s/ Chua Eu Jin, Authorised Signatory, Managing Director - Legal & Regulations and Managing Director - Americas, Temasek International Pte. Ltd.

**** Signature of Reporting Person**

5/16/2012

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.

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.