

# LEVEL 3 COMMUNICATIONS INC

Reported by  
**OHARA KEVIN J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/03/07 for the Period Ending 05/01/07

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

# LEVEL 3 COMMUNICATIONS INC

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/3/2007 For Period Ending 5/1/2007

Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, Colorado 80021
Telephone	720-888-1000
CIK	0000794323
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

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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 *  <b>OHARA KEVIN J</b>  (Last) (First) (Middle)  <b>1025 ELDORADO BLVD.</b>  (Street)  <b>BROOMFIELD, CO 80021</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol  <b>LEVEL 3 COMMUNICATIONS INC [ LVLTL ]</b>  3. Date of Earliest Transaction (MM/DD/YYYY)  <b>5/1/2007</b>  4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner  ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and COO</b>  6. Individual or Joint/Group Filing (Check Applicable Line)  ____ <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	3A. 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	5/1/2007		S (1)		10985 (1)	D	\$5.2900	2035375	D	
Common Stock	5/1/2007		S (1)		11550 (1)	D	\$5.3000	2023825	D	
Common Stock	5/1/2007		S (1)		4600 (1)	D	\$5.3100	2019225	D	
Common Stock	5/1/2007		S (1)		30300 (1)	D	\$5.3200	1988925	D	
Common Stock								18514	I	By 401(k)
Common Stock								46000	I	By Limited Partnership

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) Represents shares of common stock sold by the Reporting Person to generate cash proceeds to pay withholding taxes relating to the lapsing of restrictions on transfer associated with previously granted restricted stock units.

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
<b>OHARA KEVIN J</b> <b>1025 ELDORADO BLVD.</b> <b>BROOMFIELD, CO 80021</b>			<b>President and COO</b>	

### Signatures

**By: /s/ Neil J. Eckstein as Attorney in Fact**

**5/3/2007**

\*\* Signature of Reporting Person

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.

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