

LEVEL 3 COMMUNICATIONS INC

Reported by
JULIAN ROBERT E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/18/08 for the Period Ending 04/04/07

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

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

OMB APPROVAL
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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)
JULIAN ROBERT E	LEVEL 3 COMMUNICATIONS INC [LVLTL]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
1025 ELDORADO BLVD.	4/4/2007	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
BROOMFIELD, CO 80021		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

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			

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						
6% Convertible Subordinated Notes due 2010	\$134.8400	4/17/2007		P		336		2/29/2000	3/15/2010	Common Stock	2491.7760	\$325860.0000	336.0000	D			
6% Convertible Subordinated Notes due 2010	\$134.8400	5/18/2007		P		300		2/29/2000	3/15/2010	Common Stock	2224.8000	\$289881.0000	636.0000	D			
6% Convertible Subordinated Notes due 2010	\$134.8400	7/25/2008		P		500		2/29/2000	3/15/2010	Common Stock	3708.0000	\$467335.0000	1136.0000	D			
6% Convertible Subordinated Notes due 2010	\$134.8400	7/25/2008		P		600		2/29/2000	3/15/2010	Common Stock	4449.6000	\$561000.0000	1736.0000	D			
6% Convertible Subordinated Notes due 2010	\$134.8400	11/9/2007		P		425		2/29/2000	3/15/2010	Common Stock	3151.8000	\$393131.0000	425.0000	I	By Trust (1)		
6% Convertible Subordinated Notes due 2010	\$134.8400	9/11/2008		P		200		2/29/2000	3/15/2010	Common Stock	1483.2000	\$186689.0000	625.0000	I	By Trust (1)		
6% Convertible Subordinated Notes due 2010	\$134.8400	4/4/2007		P		285		2/29/2000	3/15/2010	Common Stock	2113.5600	\$276550.0000	285.0000	I	Julian Properties, LP (2)		

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				
6% Convertible Subordinated Notes due 2010	\$134.8400	5/1/2007		P		215		2/29/2000	3/15/2010	Common Stock	1594.4400	\$208550.0000	500.0000	I	Julian Properties, LP ⁽²⁾
6% Convertible Subordinated Notes due 2010	\$134.8400	5/17/2007		P		400		2/29/2000	3/15/2010	Common Stock	2966.4000	\$388000.0000	900.0000	I	Julian Properties, LP ⁽²⁾
6% Convertible Subordinated Notes due 2010	\$134.8400	9/11/2008		P		500		2/29/2000	3/15/2010	Common Stock	3708.0000	\$465625.0000	1400.0000	I	Julian Properties, LP ⁽²⁾

Explanation of Responses:

- (1) 2002 Robert Edward Julian Irrevocable Descendant's Trust
- (2) The Partnership's general partner, which owns a 1% interest (consisting of a general partner interest) in the Partnership, is wholly owned and controlled by the Reporting Person. Through his control of the Partnership's general partner, the Reporting Person has effective control over the day to day management and operations of the Partnership.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JULIAN ROBERT E 1025 ELDORADO BLVD. BROOMFIELD, CO 80021	X			

Signatures**By: /s/ Neil J. Eckstein as Attorney in Fact****11/18/2008**

** 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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