

# **LEVEL 3 COMMUNICATIONS INC**

Reported by  
**CHILTON KEVIN P.**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 04/16/12 for the Period Ending 04/05/12

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 3

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

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## INITIAL STATEMENT OF 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(h) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *  <b>Chilton Kevin P.</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>4/5/2012</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>LEVEL 3 COMMUNICATIONS INC [LVLТ]</b>
(Last) (First) (Middle)  <b>1025 ELDORADO BLVD.</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street)  <b>BROOMFIELD, CO 80021</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

### Explanation of Responses:

### Remarks:

powerofattorneychilton.txt

No securities are beneficially owned.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Chilton Kevin P. 1025 ELDORADO BLVD. BROOMFIELD, CO 80021</b>	<b>X</b>			

**Signatures**/s/ Neil J. Eckstein as Attorney in Fact4/16/2012

\*\* 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 5(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.

Power of Attorney

I, Kevin P. Chilton, Director of Level 3 Communications, Inc. (the "Company"), hereby designate any and all of John M. Ryan and Neil J. Eckstein as my agents and attorneys in fact, with full power of substitution, to:

- (a) prepare and sign on my behalf any Form 3, Form 4 or Form 5 with respect to the Company under Section 16 of the Securities Exchange Act of 1934;
- (b) prepare and sign on my behalf any form 144 Notice with respect to the Company under the Securities Act of 1933, as amended;
- (c) file those forms with the Securities Exchange Commission and with any other regulatory authority or stock exchange with which those forms are required to be filed; and
- (d) take any other action necessary, proper or legally required in connection with the foregoing actions.

This power of attorney will remain in effect for so long as I am subject to the foregoing filing requirements with respect to the Company, unless revoked by me in a written notice delivered to the Company. I hereby acknowledge that neither my attorneys in fact nor the Company are assuming my obligation to file any of those forms on my behalf, or will have any liability to me for failures to file or inaccuracies in those forms.

IN WITNESS WHEREOF, I have signed this Power of Attorney as of April 5, 2012.

*/s/ Kevin P. Chilton*  
Kevin P. Chilton