

# LEVEL 3 COMMUNICATIONS INC

Filed by  
**AXA FINANCIAL INC**

## **FORM SC 13G/A** (Amended Statement of Ownership)

Filed 02/13/07

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

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

Under the Securities exchange Act of 1934

(AMENDMENT NO.5)\*

**LEVEL 3 COMMUNICATIONS INC**

(NAME OF ISSUER)

**COM**

(TITLE OF CLASS OF SECURITIES)

**52729N100**

(CUSIP NUMBER)

**December 31, 2006**

(Date of event which requires filing of this Statement)

NOTE: A MAJORITY OF THE SHARES REPORTED IN THIS SCHEDULE 13G ARE HELD BY UNAFFILIATED THIRD-PARTY CLIENT ACCOUNTS MANAGED BY ALLIANCE CAPITAL MANAGEMENT L.P., AS INVESTMENT ADVISER. (ALLIANCE CAPITAL MANAGEMENT L.P. IS A MAJORITY-OWNED SUBSIDIARY OF AXA FINANCIAL, INC.)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) ☒  
(B) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

- |                   |    |                          |            |
|-------------------|----|--------------------------|------------|
| NUMBER OF SHARES  | 5. | SOLE VOTING POWER        | 72,219,219 |
| BENEFICIALLY      |    |                          |            |
| OWNED AS OF       | 6. | SHARED VOTING POWER      | 284,560    |
| December 31, 2006 |    |                          |            |
| BY EACH           | 7. | SOLE DISPOSITIVE POWER   | 82,675,130 |
| REPORTING         |    |                          |            |
| PERSON WITH:      | 8. | SHARED DISPOSITIVE POWER | 280,462    |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 82,955,592  
(Not to be construed as an admission of beneficial ownership)
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* | |
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.3%
12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) ☒   
(B) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF SHARES	5.	SOLE VOTING POWER	72,219,219
BENEFICIALLY			
OWNED AS OF	6.	SHARED VOTING POWER	284,560
December 31, 2006			
BY EACH	7.	SOLE DISPOSITIVE POWER	82,675,130
REPORTING			
PERSON WITH:	8.	SHARED DISPOSITIVE POWER	280,462

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 82,955,592  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES \* | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.3%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Courtage Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) ☒ [X]  
(B) ☐ [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

- |                   |                             |            |
|-------------------|-----------------------------|------------|
| NUMBER OF SHARES  | 5. SOLE VOTING POWER        | 72,219,219 |
| BENEFICIALLY      |                             |            |
| OWNED AS OF       | 6. SHARED VOTING POWER      | 284,560    |
| December 31, 2006 |                             |            |
| BY EACH           | 7. SOLE DISPOSITIVE POWER   | 82,675,130 |
| REPORTING         |                             |            |
| PERSON WITH:      | 8. SHARED DISPOSITIVE POWER | 280,462    |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 82,955,592  
(Not to be construed as an admission of beneficial ownership)
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* | |
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.3%
12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

- |   |                             |            |
|---|-----------------------------|------------|
| NUMBER OF SHARES  | 5. SOLE VOTING POWER        | 72,219,219 |
| BENEFICIALLY  |                             |            |
| OWNED AS OF   | 6. SHARED VOTING POWER      | 284,560    |
| December 31, 2006   |                             |            |
| BY EACH   | 7. SOLE DISPOSITIVE POWER   | 82,675,130 |
| REPORTING   |                             |            |
| PERSON WITH:  | 8. SHARED DISPOSITIVE POWER | 280,462    |
|   |                             |            |
| 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH                    |                             | 82,955,592 |
| REPORTING PERSON  |                             |            |
| (Not to be construed as an admission of beneficial ownership)     |                             |            |
| 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN |                             |            |
| SHARES *  |                             |            |
|   |                             |            |
| 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9               |                             | 8.3%       |
|   |                             |            |
| 12. TYPE OF REPORTING PERSON *                                    |                             |            |
| IC  |                             |            |

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware

NUMBER OF SHARES	5.	SOLE VOTING POWER	72,133,215
BENEFICIALLY			
OWNED AS OF	6.	SHARED VOTING POWER	284,560
December 31, 2006			
BY EACH	7.	SOLE DISPOSITIVE POWER	82,465,700
REPORTING			
PERSON WITH:	8.	SHARED DISPOSITIVE POWER	280,462

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 82,746,162  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES \* | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.3%

12. TYPE OF REPORTING PERSON \*  
HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**Item 1(a) Name of Issuer:**  
**LEVEL 3 COMMUNICATIONS INC**

**Item 1(b) Address of Issuer's Principal Executive Offices:**  
1025 Eldorado Blvd.  
Broomfield, CO 80021

**Item 2(a) and (b)**  
**Name of Person Filing and Address of Principal Business Office:**

AXA Assurances I.A.R.D Mutuelle, and

AXA Assurances Vie Mutuelle,  
26, rue Drouot  
75009 Paris, France

AXA Courtage Assurance Mutuelle 26, rue Drouot  
75009 Paris, France

as a group (collectively, the 'Mutuelles AXA').

**AXA**  
25, avenue Matignon  
75008 Paris, France

AXA Financial, Inc.  
1290 Avenue of the Americas  
New York, New York 10104

(Please contact Dean Dubovy at (212) 314-5528 with any questions.)



**Item 2(c) Citizenship:**

Mutuelles AXA and AXA - France AXA Financial, Inc. - Delaware

**Item 2(d) Title of Class of Securities:**

COM

**Item 2(e) Cusip Number:**

52729N100

**Item 3. Type of Reporting Person:**

AXA Financial, Inc. as a parent holding company, in accordance with 240.13d-1(b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

## Item 4. Ownership as of December 31, 2006

(a) Amount Beneficially Owned:

82,955,592 shares of common stock beneficially owned including:

	No. of Shares
	Subtotals
	-----
AXA	0
AXA Entity or Entities	
Common Stock acquired solely for investment purposes:	
AXA Rosenberg Investment Management LLC	209,430
AXA Financial, Inc.	0
Subsidiaries:	
AllianceBernstein L.P.	
acquired solely for investment purposes on	
behalf of client discretionary investment	
advisory accounts:	
Common Stock	81,544,335
	81,544,335
AXA Equitable Life Insurance Company	
acquired solely for investment purposes:	
Common Stock	1,201,827
	1,201,827
	-----
Total	82,955,592
	=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class:

8.3%

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(CONT.)

(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote	(ii) Deemed to have Shared Power to Vote or to Direct the Vote	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities:				
AXA Rosenberg Investment Management LLC	86,004	0	209,430	0
AXA Financial, Inc.	0	0	0	0
Subsidiaries:				
AllianceBernstein	71,114,544	284,560	81,263,873	280,462
AXA Equitable Life Insurance Company	1,018,671	0	1,201,827	0
	72,219,219	284,560	82,675,130	280,462

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

( )

**Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A**

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:**

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

(X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:

(X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:

**AXA Rosenberg Investment Management LLC**

(X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries:

(X) AllianceBernstein L.P.

(13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

(X) AXA Equitable Life Insurance Company (13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

**Item 8. Identification and Classification of Members of the Group. N/A**

**Item 9. Notice of Dissolution of Group: N/A**

**Item 10. Certification:**

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2007

AXA FINANCIAL, INC.\*

/s/ Alvin H. Fenichel

Alvin H. Fenichel  
Senior Vice President  
and Controller

\*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

**EXHIBIT I**

**JOINT FILING AGREEMENT**

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: February 14, 2007

**AXA Financial, Inc.**

*BY: /s/ Alvin H. Fenichel*

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*Alvin H. Fenichel*

*Senior Vice President and Controller*

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; AXA Courtage Assurance Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

*BY: /s/ Alvin H. Fenichel*

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*Alvin H. Fenichel*

*Attorney-in-Fact*

*(Executed pursuant to Powers of Attorney)*