

**LEVEL 3 COMMUNICATIONS INC**  
Filed by  
**SOUTHEASTERN ASSET MANAGEMENT INC/TN/**

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

Filed 02/08/05

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 SC 13G/A (Amended Statement of Ownership)

Filed 2/8/2005

Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, Colorado 80021
Telephone	720-888-1000
CIK	0000794323
Industry	Communications Services
Sector	Services
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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**

(Amendment No. 2)\*

## **Level 3 Communications, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class and Securities)

**52729N100**

(CUSIP Number of Class of Securities)

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 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))

CUSIP No. 52729N100

13G

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(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc.

I.D. No. 62-0951781

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b) ☒ X

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (5) SOLE VOTING POWER : (Discretionary Accounts) : 40,101,763
	: (6) SHARED OR NO VOTING POWER  108,226,271 shares (shared) 12,650,155 shares (No Vote)
	: (7) SOLE DISPOSITIVE POWER (Discretionary Accounts) : 52,751,918
	: (8) SHARED DISPOSITIVE POWER  : 108,226,271 shares (Shared) 0 shares (None)
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Discretionary & Non-discretionary Accounts)	160,978,189 shares
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES -X- See Items 4(c)(ii) and 4(c)(iv).	
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	23.5 %
(12) TYPE OF REPORTING PERSON	IA

CUSIP No. 52729N100

13G

(1) NAMES OF REPORTING PERSONS Longleaf Partners Fund	I.D. No. 62-1376170
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) (b) X
(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Massachusetts Business Trust	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (5) SOLE VOTING POWER : None
	: (6) SHARED VOTING POWER  81,029,000 shares
	: (7) SOLE DISPOSITIVE POWER  : None
	: (8) SHARED DISPOSITIVE POWER  : 81,029,000 shares
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	81,029,000 shares
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	11.8 %
(12) TYPE OF REPORTING PERSON	IV

(1) NAMES OF REPORTING PERSONS	
Longleaf Partners Small-Cap Fund	I.D. No. 62-1376170
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
	(a)
	(b) X
(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION	
Massachusetts Business Trust	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (5) SOLE VOTING POWER
	:
	: None
	: (6) SHARED VOTING POWER
	27,197,271 shares
	: (7) SOLE DISPOSITIVE POWER
	: None
	: (8) SHARED DISPOSITIVE POWER
: 27,197,271 shares	
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
27,197,271 shares	
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
4.0 %	
(12) TYPE OF REPORTING PERSON	
IV	

(1) NAMES OF REPORTING PERSONS	
O. Mason Hawkins	I.D. No. XXX-XX-XXXX
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
	(a)
	(b) X
(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION	
Citizen of United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (5) SOLE VOTING POWER
	: (Discretionary Accounts)
	: None
	: (6) SHARED VOTING POWER
	: None
	: (7) SOLE DISPOSITIVE POWER
	: None
	: (8) SHARED DISPOSITIVE POWER
: None	

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None (See Item 3)

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0 %

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(12) TYPE OF REPORTING PERSON  
IN

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Item 1.

(a). Name of Issuer: Level 3 Communications, Inc.

(b). Address of Issuer's Principal Executive Offices:

1025 Eldorado Blvd.  
Broomfield, CO 80021

Item 2.

(a) and (b). Names and Principal Business Addresses of Persons  
Filing:

- (1) Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119
- (2) Longleaf Partners Fund  
Longleaf Partners Small-Cap Fund  
c/o Southeastern Asset Management, Inc.  
6410 Poplar Avenue, Suite 900  
Memphis, TN, 38119
- (3) Mr. O. Mason Hawkins  
Chairman of the Board and C.E.O.  
Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee corporation  
Longleaf Partners Fund and Longleaf Partners Small-Cap Fund  
are series of Longleaf Partners Funds Trust, a Massachusetts  
business trust.

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Common Stock (the  
"Securities").

(e). Cusip Number: 52729N100

Item 3. If this statement is filed pursuant to Rules 13d-1 (b) or  
13d-2 (b), check whether the person filing is a:

(d.) Investment Company registered under Sec. 8 of the Investment  
Company Act - Longleaf Partners Fund and Longleaf Partners Small-Cap  
Fund, series of Longleaf Partners Funds Trust.

(e.) Investment Adviser registered under Section 203 of the  
Investment Advisers Act of 1940. This statement is being filed  
by Southeastern Asset Management, Inc. as a registered investment  
adviser. All of the securities covered by this report are owned  
legally by Southeastern's investment advisory clients and none  
are owned directly or indirectly by Southeastern. As permitted  
by Rule 13d-4, the filing of this statement shall not be construed  
as an admission that Southeastern Asset Management, Inc. is the  
beneficial owner of any of the securities covered by this statement.

(g) Parent Holding Company. This statement is also being filed by

Mr. O. Mason Hawkins, Chairman of the Board and C.E.O. of Southeastern Asset Management, Inc. in the event he could be deemed to be a controlling person of that firm as the result of his official positions with or ownership of its voting securities. The existence of such control is expressly disclaimed. Mr. Hawkins does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 12/31/2004)  
160,978,189 shares

(b). Percent of Class:  
23.5 %

Above percentage is based on 685,444,425 shares of Common Stock outstanding.

(c). Number of shares as to which such person has:

(i). sole power to vote or to direct the vote:

40,101,763 shares

(ii). shared or no power to vote or to direct the vote:

Shared - 108,226,271 shares.  
Securities owned by the following series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940, as follows:

Longleaf Partners Fund - 81,029,000 shares  
Longleaf Partners Small-Cap Fund - 27,197,271 shares

No Power to Vote - 12,650,155 shares. This figure does not include 4,700,000 shares held by completely non-discretionary accounts over which the filing parties have neither voting nor dispositive power and for which the filing parties disclaim beneficial ownership.

(iii). sole power to dispose or to direct the disposition of:

52,751,918 shares

(iv). shared or no power to dispose or to direct the disposition of:

Shared - 108,226,271 shares  
Securities owned by the following series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940, as follows:

Longleaf Partners Fund - 81,029,000 shares  
Longleaf Partners Small-Cap Fund - 27,197,271 shares

No Power - 0 shares. This figure does not include 4,700,000 shares held by completely non-discretionary accounts over which the filing parties have neither voting nor dispositive power and for which the filing parties disclaim beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class: N/A

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 Reported on By the Parent Holding Company: N/A

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 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.

#### Signatures

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

Dated: February 7, 2005

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

Longleaf Partners Fund  
Longleaf Partners Small-Cap Fund  
By Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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#### Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of February 7, 2005.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

---

Andrew R. McCarroll  
Vice President and General Counsel

Longleaf Partners Fund  
Longleaf Partners Small-Cap Fund  
By Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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1  
LVLT13G2.doc  
SCHEDULE 13G - Level 3 Communications, Inc. ("Issuer")  
Amendment #2  
5

LVLT13G2.doc

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**End of Filing**

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