

LEVEL 3 COMMUNICATIONS INC

Filed by
CLEARBRIDGE, LLC

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/14/06

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

Securities and Exchange Commission

Washington, D. C. 20549

Schedule 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Level 3 Communications, Inc.

Common Stock

CUSIP Number 52729N100

Date of Event Which Requires Filing of this Statement: December 31, 2005

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)

CUSIP No. 52729N100

- 1) Name of reporting person:
Legg Mason Capital Management, Inc.
Tax Identification No.:
52-1268629
- 2) Check the appropriate box if a member of a group:
a) x
b) n/a
- 3) SEC use only
- 4) Place of organization:
Maryland

Number of shares beneficially owned by each reporting person with:

- 5) Sole voting power: - 0 -
6) Shared voting power: 40,194,700
7) Sole dispositive power: - 0 -
8) Shared dispositive power: 40,194,700
- 9) Aggregate amount beneficially owned by each reporting person:
40,194,700
- 10) Check if the aggregate amount in row (9) excludes certain shares
n/a
- 11) Percent of class represented by amount in row (9):
4.92%
- 12) Type of reporting person:
IA, CO

CUSIP No. 52729N100

- 1) Name of reporting person:
LMM LLC
Tax Identification No.:
52-2204753
- 2) Check the appropriate box if a member of a group:
a) x
b) n/a
- 3) SEC use only
- 4) Place of organization:
Delaware

Number of shares beneficially owned by each reporting person with:

- 5) Sole voting power: - 0 -

- 6) Shared voting power: 35,000,000
7) Sole dispositive power: - 0 -
8) Shared dispositive power: 35,000,000
9) Aggregate amount beneficially owned by each reporting person:
35,000,000
10) Check if the aggregate amount in row (9) excludes certain shares
n/a
11) Percent of class represented by amount in row (9):
4.28%
12) Type of reporting person:
IA, OO

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- Item 1a) Name of issuer:
Level 3 Communications, Inc.
- Item 1b) Address of issuer's principal executive offices:
1025 Eldorado Boulevard, Bldg. 2000
Broomfield, CO 80021
- Item 2a) Name of person filing:
Legg Mason Capital Management, Inc.
LMM LLC
- Item 2b) Address of principal business office:
100 Light Street
Baltimore, MD 21202
- Item 2c) Citizenship:
Legg Mason Capital Management, Inc.
Maryland corporation
LMM LLC
Delaware limited liability company
- Item 2d) Title of class of securities:
Common Stock
- Item 2e) CUSIP number: 52729N100
- Item 3) If this statement is filed pursuant to Rule 13d-1(b), or
13d-2(b), check whether the person filing is a:
(a)[] Broker or dealer under Section 15 of the Act.
(b)[] Bank as defined in Section 3(a)(6) of the Act.
(c)[] Insurance Company as defined in Section 3(a)(6) of the Act.
(d)[] Investment Company registered under Section 8 of the
Investment Company Act.
(e)[] Investment Adviser registered under Section 203 of the
Investment Advisers Act of 1940.
(f)[] Employee Benefit Plan, Pension Fund which is subject to ERISA
of 1974 or Endowment Funds; see 240.13d-1(b)(ii)(F).
(g)[] Parent holding company, in accordance with 240.13d-1(b)(ii)(G)
(h)[X] Group, in accordance with 240.13d-1(b)(1)(ii)(J).
- Item 4) Ownership:
- (a) Amount beneficially owned: 75,194,700
(b) Percent of Class: 9.20%
(c) Number of shares as to which such person has:
(i) sole power to vote or to direct the vote:
- 0 -
(ii) shared power to vote or to direct the vote:
75,194,700
(iii) sole power to dispose or to direct the disposition of:
- 0 -
(iv) shared power to dispose or to direct the disposition of:
75,194,700
- 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:

Various accounts managed by the investment advisers identified
in Item 8 have the right to receive or the power to direct the
receipt of dividends from, or the proceeds from the sale of

shares of the issuer. No such account owns more than 5% of the shares outstanding.

- 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:
Legg Mason Capital Management, Inc.-investment adviser
LMM, LLC-investment adviser
- 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 and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose 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, 2006

Legg Mason Capital Management, Inc.

By _____
Andrew J. Bowden, Senior Vice President

LMM LLC

By _____
Jennifer Murphy, Chief Operations Officer

Exhibit A
Joint Filing Agreement

This Joint Filing Agreement confirms the agreement by and among the undersigned that the Schedule 13G is filed on behalf of each member of the group identified in Item 8.

Legg Mason Capital Management, Inc.

By _____
Andrew J. Bowden, Senior Vice President

LMM LLC

By _____
Jennifer Murphy, Chief Operations Officer