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December 26, 2013

Via Email (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 205049

Re: Verizon Communications Inc. – Exclusion of Shareholder Proposal Entitled “Confidential Voting on Uncontested Proxy Matters”

Ladies and Gentlemen:

I am writing on behalf of Verizon Communications Inc., a Delaware corporation (the “Company”), requesting confirmation that the staff (the “Staff”) of the Division of Corporation Finance of the U.S. Securities and Exchange Commission (the “Commission”) will not recommend enforcement action to the Commission, if, in reliance upon Rule 14a-8 under the Securities Exchange Act of 1934 (the “Exchange Act”), the Company omits from its proxy materials for its 2014 annual meeting of shareholders (the “2014 Proxy Materials”) the enclosed shareholder proposal entitled “Confidential Voting on Uncontested Proxy Matters” and supporting statement (together, the “Proposal”) submitted by Robert A. Rehm (the “Proponent”).

The Company plans to file its definitive proxy statement with the Commission on or after March 17, 2014. Pursuant to Rule 14a-8(j) under the Exchange Act, we are submitting this letter not less than 80 calendar days before the Company intends to file its definitive 2014 Proxy Materials with the Commission and have concurrently sent copies of this correspondence to the Proponent. A copy of the Proposal and the cover letter submitting the Proposal are attached as an exhibit hereto. Pursuant to the guidance provided in Staff Legal Bulletin No. 14F (October 18, 2011), we request that the Staff provide its response to this request to Mary Louise Weber, Assistant General Counsel, Verizon Communications Inc., at mary.l.weber@verizon.com and to the Proponent at *** FISMA & OMB Memorandum M-07-16 ***

The Company has concluded that (1) the Proposal may be properly omitted from the 2014 Proxy Materials pursuant to the provisions of Rule 14a-8(i)(10) as the Proposal has been substantially implemented by the Company and (2) the Proposal may be excluded pursuant to the provisions of Rule 14a-8(i)(3) as the Proposal is materially false and misleading.

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I. The Proposal

The Proposal is entitled “Confidential Voting on Uncontested Proxy Matters.” The Proposal sets forth the following resolution for inclusion in the 2014 Proxy Materials:

“RESOLVED: The shareholders of Verizon, Inc. urge the Board to adopt a policy that prior to the Annual Meeting, the outcome of votes cast by proxy on uncontested matters, including a running tally of votes for and against, shall not be available to management or the Board and shall not be used to solicit votes.

This enhanced confidential voting requirement should apply to (i) management-sponsored or Board-sponsored resolutions seeking approval of executive compensation arrangements or for other purposes, including votes mandated under NYSE rules; (ii) proposals required by law, or the Company’s Bylaws, to be voted on by shareholders (e.g., say-on-pay advisory votes); and (iii) shareholder resolutions submitted for inclusion in the proxy pursuant to SEC Rule 14a-8.

This enhanced confidential voting requirement shall not apply to elections of directors, or to contested proxy solicitations, except at the Board’s discretion. Nor shall this proposal impede the Company’s ability to monitor the number of votes cast for the purpose of achieving a quorum, or to conduct solicitations for other proper purposes.”

A copy of the Proposal, including the supporting statement, and the cover letter are attached to this letter as Exhibit A.

II. Grounds for Exclusion of the Proposal

A. *The Proposal Has Been Substantially Implemented By The Company*

The Company believes it may exclude the Proposal as “substantially implemented” under Rule 14a-8(i)(10) because the Company has previously adopted a confidential voting policy (the “Confidential Voting Policy”) and, in response to the Proposal, adopted a policy regarding pre-meeting vote tallies that compares favorably with the guidelines and essential objective of the Proposal (the “Policy on Interim Vote Tallies”). The Company’s Policy on Interim Vote Tallies is available in full for the public on the Company’s website at the following website address:
<http://www.verizon.com/investor/selectedpolicies.htm>.

The Company has previously adopted its Confidential Voting Policy regarding the confidentiality of proxy cards, ballots and voting tabulations that identify individual shareholders. The Company’s definitive proxy statement for 2013 (the “2013 Proxy Statement”) discloses this Confidential Voting Policy in the Voting Procedures and Related Matters section on page 68, stating specifically that the Company’s policy is “to maintain the confidentiality of proxy cards, ballots and voting tabulations that identify individual shareholders, except where disclosure is required by law and in other limited

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circumstances.”¹ This statement regarding the Company’s Confidential Voting Policy for votes has been in the Company’s proxy statement for more than ten years. Pursuant to the current Confidential Voting Policy, proxy cards and ballots are kept confidential so as not to identify individual shareholders and are available for inspection only by the independent inspectors of election or vote tabulators. Only in very limited circumstances, such as when the results of an election have been contested, would proxy cards and ballots not be kept confidential.

In addition to the Confidential Voting Policy, the Company has adopted the Policy on Interim Vote Tallies authorizing the disclosure of pre-meeting vote tallies to shareowners that are conducting exempt solicitations under the Commission’s rules. Specifically, the Policy on Interim Vote Tallies states the following:

“When it comes to access to interim voting information, Verizon is committed to maintaining a level playing field between the Company and shareholders conducting exempt solicitations. Historically, Broadridge Financial Solutions, Inc. (‘Broadridge’) has distributed interim voting reports to companies and to third parties with respect to the specific matters that are the subject of their respective proxy solicitations. Verizon intends for that practice to continue based on the following guidelines:

In response to a written request to Verizon’s Corporate Secretary from a Qualifying Shareholder, the Company will authorize and direct Broadridge to provide, consistent with its historical practice, non-public interim voting tallies to the Qualifying Shareholder with respect to the specific matter or matters that are the subject of the shareholder’s exempt solicitation.

A Qualifying Shareholder must sign a confidentiality agreement in a form acceptable to Broadridge and the Company before any voting information will be released.

For purposes of this policy, a ‘Qualifying Shareholder’ is a shareholder of the company who has conducted an exempt solicitation directed to holders of at least 50% of the outstanding shares of common stock of the Company with respect to one or more nominees for election to the board of directors, or one or more specific matters that are voting items at the Company’s annual meeting of shareholders.”

The Company has already discussed the Policy on Interim Vote Tallies with Broadridge and Broadridge has confirmed that, if expressly authorized and directed by the Company, it is willing to release non-public interim voting reports under these circumstances. The Policy on Interim Vote Tallies permits shareholders who are conducting an exempt solicitation of proxies from holders of at least 50% of the outstanding shares of the Company’s common stock for director elections or other matters at the

¹ 2013 Proxy Statement, filed on Form DEF 14A on March 18, 2013.

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annual meeting to receive interim voting reports on the matter specific to the shareholder's proxy solicitation; provided that the shareholder is willing to sign a confidentiality agreement. The Policy on Interim Vote Tallies effectively provides any shareholder conducting a meaningful exempt solicitation the ability to obtain the same information that is otherwise available to the Company.

Rule 14a-8(i)(10) permits a company to omit a shareholder proposal if it has already been substantially implemented by the company. This standard reflects the Staff's interpretation of the predecessor rule allowing the omission of a "moot" proposal. In order to properly exclude a stockholder proposal under the predecessor to item (i)(10) as "moot," the proposal does not have to be "fully effected" by the company so long as the company can show that it has been "substantially implemented."² The Staff has noted that "a determination that a company has substantially implemented the proposal depends upon whether its particular policies, practices and procedures compare favorably with the guidelines of the proposal."³ In other words, substantial implementation under Rule 14a-8(i)(10) requires a company's actions to have satisfactorily addressed both the proposal's underlying concerns and its essential objective.⁴ Other Staff guidance has also established that a company need not comply with every detail of a proposal in order to exclude it under Rule 14a-8(i)(10). Rather, differences between a company's actions and a shareholder proposal are permitted so long as the company's actions satisfactorily address the proposal's essential objective.⁵ Indeed proposals have been considered "substantially implemented" where the company has implemented part but not all of a multifaceted proposal. In *Columbia/HCA Healthcare Corp.* (February 18, 1998), the Staff allowed the exclusion of a proposal after the company took steps to partially implement three of four actions requested by the proposal.

In this case, the Company believes the Proposal's essential objective is to level the playing field so that those shareholders conducting an exempt solicitation are not at a real or perceived informational disadvantage regarding the incoming vote. To accomplish this objective, the Proposal seeks to prohibit management from accessing any running tally of votes on uncontested matters in all circumstances other than director elections or contested proxy solicitations. In this regard, the Proposal suggests that the Company's ability to monitor voting purportedly affords management greater influence over the outcome of the vote.

² Amendments to Rule 14a-8 Under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders, Exchange Act Release No. 34-20091 (August 16, 1983) (the "1983 Release").

³ *Texaco, Inc.* (March 28, 1991).

⁴ See, e.g., *Anheuser-Busch Cos., Inc.* (avail. January 17, 2007); *ConAgra Foods, Inc.* (July 3, 2006); *Johnson & Johnson* (February 17, 2006); *Talbots Inc.* (April 5, 2002).

⁵ *Masco Corp.* (March 29, 1999) (permitting exclusion of a proposal because the company adopted a version of the proposal with slight modification and a clarification as to one of its terms); see also *Entergy, Inc.* (January 31, 2006); *Hewlett-Packard Co.* (December 11, 2007) (proposal requesting that the board permit shareholders to call special meetings was substantially implemented by a proposed bylaw amendment to permit shareholders to call a special meeting unless the board determined that the specific business to be addressed had been addressed recently or would soon be addressed at an annual meeting).

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The Company's Policy on Interim Vote Tallies and Confidential Voting Policy together constitute "substantial implementation" of the Proposal because they operate to level the playing field on certain shareholder votes consistent with the essential objective of the Proposal. The Proponent notes in the supporting statement to the Proposal that "corporate officers are able to monitor voting results" while soliciting shareholders are not. The Company does not believe it is practical or prudent to prohibit the Company from accessing any voting tallies under the circumstances specified in the Proposal. In contrast, the Policy on Interim Vote Tallies provides all parties involved in a meaningful exempt solicitation with access to the same vote tallies and information regarding the incoming vote, while the Company's Confidential Voting Policy provides that shareholder identities are confidential with regard to proxy cards, ballots and voting tabulations. Accordingly, the combination of the Confidential Voting Policy and the new Policy on Interim Vote Tallies compares favorably with the guidelines of the Proposal and substantially implements the underlying concerns and essential objective of the Proposal.

Based on the considerations discussed above, the Company believes that the Proposal may be omitted from the 2014 Proxy Materials pursuant to Rule 14a-8(i)(10) because it has already been substantially implemented by the Company.

B. The Proposal is Materially False and Misleading

Rule 14a-8(i)(3) permits a company to exclude a proposal or supporting statement, or portions thereof, that are contrary to any of the Commission's proxy rules, including Rule 14a-9 which prohibits materially false and misleading statements in proxy materials. The Staff has recognized in Staff Legal Bulletin No. 14B (September 15, 2004) that a proposal may be excluded pursuant to Rule 14a-8(i)(3) if "the resolution contained in the proposal is so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." In applying the inherently vague and indefinite standard, the Staff has noted that a proposal may be materially misleading as vague and indefinite where "any action ultimately taken by the Company upon implementation [of the proposal] could be significantly different from the actions envisioned by the shareholders voting on the proposal."⁶

To the extent the Staff concludes that all or any portion of the Proposal has not been substantially implemented, the Company believes that the Proposal may be properly omitted from the 2014 Proxy Materials because, when applied to the Company, it is materially false and misleading in violation of Rule 14a-9. The Proposal is titled "Confidential Voting on Uncontested Proxy Matters." "Confidential

⁶ See *Fuqua Industries, Inc.* (March 12, 1991). See also *Global Entertainment Holdings/Equities, Inc.* (July 10, 2003) (permitting omission of a proposal that Board adopt an "action plan" which "accounts" for past sale of a business and resulting licensing arrangements, because it was vague and indefinite); and *Johnson & Johnson* (February 7, 2003) (permitting omission of a shareholder proposal that called for a report on the company's "progress with the Glass Ceiling Report", but did not explain the substance of the report).

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voting” is a term that has been used in shareholder proposals since the mid-1990s to refer to policies that require confidentiality during all corporate elections for all proxies, ballots and voting tabulations that identify how shareholders vote.⁷ These types of shareholder proposals have typically also required the inspectors of election to be independent and not employees of the company.⁸ As discussed above in Section II.A., the Company has had a Confidential Voting Policy in place for the past ten years regarding the confidentiality of proxy cards, ballots and voting tabulations that identify individual shareholders. In addition, the Company has also appointed independent inspectors of elections to oversee the tabulation of votes at its annual meeting for well over ten years. The Proposal is materially false and misleading since its title and repeated characterization of an “enhanced confidential voting requirement” wrongly implies that the Company does not already have a policy adopting such confidentiality safeguards.

The Proposal specifically references an “enhanced confidential voting requirement” and “confidential voting rules” that go far behind the action sought by almost all other confidential voting shareholder proposals. In fact, the Proposal is seeking something completely different than otherwise indicated by the title and various statements referencing a “confidential voting requirement.” The Proposal does not ask to keep *shareholder information confidential*, but instead asks the Company to adopt a policy that prior to any annual meeting, *management and the board of directors* are restricted from any access to running vote tallies and are not allowed to use such tallies to solicit votes. In other words, the Proposal actually concerns the topic of access to pre-meeting vote tallies, not confidential voting for shareholders. In addition, the Proposal only seeks to limit the Company’s access to pre-meeting vote tallies, not the access to such tallies of any other participants who may be engaged in a proxy solicitation. Shareholders voting on the Proposal may believe that they are voting for a proposal to keep their voting information confidential when, in fact, they are voting for a proposal to limit management’s ability to monitor pre-meeting vote tallies that do not identify individual shareholders. Moreover, shareholders voting on the Proposal may not understand that the Proposal does not truly create a level playing field because it only limits management’s access to these tallies and not the access of any other parties who may also be soliciting shareholders.

Finally, the Proposal is misleading because it wrongly implies that management only uses pre-meeting vote tallies to influence the vote in favor of management’s proposals. In fact, one of the primary purposes of obtaining interim voting reports prior to any annual meeting is to ensure the orderly conduct of that meeting. If the Proposal were to be implemented, the Company’s management would not be in a position to announce the preliminary results of the vote at the annual meeting. In the Company’s experience, the vast majority of shareholders who attend the meeting have a great interest in hearing the preliminary results of a vote at the annual meeting.

⁷ See 2008 Background Report: Confidential and Cumulative Voting, RiskMetrics Group (now known as Institutional Shareholder Services), available at http://va.issproxy.com/resourcecenter/publications/Background_Reports/2008/CC_2008.pdf.

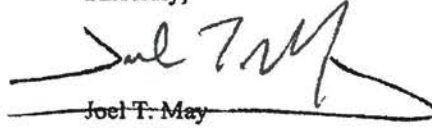
⁸ *Id.*

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For the reasons set forth above, the Company believes the Proposal, when applied to the Company, is materially false and misleading so that the shareholders voting on the Proposal would believe they are voting on a confidentiality provision regarding proxy votes rather than a proposal regarding access to vote tallies. Accordingly, the Proposal should be excluded from the 2014 Proxy Materials in reliance on Rule 14a-8(i)(3).

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2014 Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding this request. Correspondence regarding this letter should be sent to mary.l.weber@verizon.com or please feel free to contact us at jtmay@jonesday.com.

Sincerely,



Joel T. May
Jones Day

Enclosures

cc: Mary Louise Weber, *Verizon Communications Inc.*
Robert A. Rehm

EXHIBIT A

Robert A. Rehm

*** FISMA & OMB Memorandum M-07-16 ***

November 12, 2013

**Mr. William L. Horton, Jr.
Senior Vice President, Deputy General Counsel
and Corporate Secretary
Verizon Communications Inc.
140 West Street, 29th Floor
New York, New York 10007**

Dear Mr. Horton:

I hereby submit the attached stockholder proposal for inclusion in the Company's next proxy statement, as permitted under Securities and Exchange Commission Rule 14a-8. I intend to present this proposal at the Company's 2014 Annual Meeting.

My resolution, attached to this letter urges the Board of Directors to adopt a policy that prior to the Annual Meeting, the outcome of votes cast by proxy on uncontested matters, including a running tally of votes for and against, shall not be available to management or the Board and shall not be used to solicit votes.

I have continuously held the requisite number of shares of common stock for more than one year. We intend to maintain this ownership position through the date of the 2014 Annual Meeting. I will introduce and speak for the resolution. Proof of my continued ownership of Verizon stock valued at more than \$2,000 (currently 5,085 shares) is available on request.

Thank you in advance for including my proposal in the Company's next definitive proxy statement. If you need any further information, please do not hesitate to contact me. My email address is reahm@verizon.com.

*** FISMA & OMB Memorandum M-07-16 ***

Sincerely yours,



Robert A. Rehm

Enclosure: Shareholder Proposal (2 pages)

CONFIDENTIAL VOTING ON UNCONTESTED PROXY MATTERS

Robert A. Rehm,*** FISMA & OMB Memorandum M-07-16 *****who owns 5,085 shares of the Company's common stock, hereby notifies the Company that he intends to introduce the following resolution for action by the stockholders at the Verizon 2014 Annual Meeting:**

RESOLVED: The shareholders of Verizon, Inc. urge the Board to adopt a policy that prior to the Annual Meeting, the outcome of votes cast by proxy on uncontested matters, including a running tally of votes for and against, shall not be available to management or the Board and shall not be used to solicit votes.

This enhanced confidential voting requirement should apply to (i) management-sponsored or Board-sponsored resolutions seeking approval of executive compensation arrangements or for other purposes, including votes mandated under NYSE rules; (ii) proposals required by law, or the Company's Bylaws, to be voted on by shareholders (e.g., say-on-pay advisory votes); and (iii) shareholder resolutions submitted for inclusion in the proxy pursuant to SEC Rule 14a-8.

This enhanced confidential voting requirement shall not apply to elections of directors, or to contested proxy solicitations, except at the Board's discretion. Nor shall this proposal impede the Company's ability to monitor the number of votes cast for the purpose of achieving a quorum, or to conduct solicitations for other proper purposes.

SUPPORTING STATEMENT

Although "confidential voting" rules guarantee a secret ballot, unlike governmental elections, corporate officers are able to monitor voting results and take active steps to influence the outcome – even on matters, such as ratification of stock option and other executive compensation plans, where they have a direct personal stake in the outcome.

As a result, a Yale Law School study concluded: "Management-sponsored proposals (the vast majority of which concern the approval of stock options or other bonus plans) are *overwhelmingly more likely to win a corporate vote by a very small amount than lose by a very small amount* – to a degree that cannot occur by chance."

"The results [data on close proxy votes] indicate that, at some point in the voting process, management obtains highly accurate information about the likely voting outcome and, based on that information, acts to influence the vote," concluded Yale Professor Yair Listokin's 2008 study ("Management Always Wins the Close Ones," the *American Law and Economics Review*).

Professor Listokin based his conclusion on more than 13,000 management-sponsored resolutions over a seven-year period, a majority of which related to approval of executive compensation. While most votes are not close, close votes are won by management at a rate that would “occur by chance less than one in one billion times,” Listokin concluded.

The NYSE Listed Company Manual observes that “an increasing number of important corporate decisions are being referred to shareholders for their approval. . . . The Exchange encourages this growth in corporate democracy.”

However, we believe “corporate democracy” is distorted if, in close elections, senior executives can influence the outcome of votes on executive compensation by monitoring voting results and using corporate resources to solicit the votes needed to win.

As Professor Listokin concluded, “management’s ability to obtain accurate information while voting is still occurring should be stopped because it gives management an important advantage relative to opponents of a resolution.”

Please vote FOR this resolution.