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LEVEL 3 COMMUNICATIONS INC

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CLEMINS ARCHIE

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 10/06/11 for the Period Ending 10/04/11

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

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FORM 3

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

OMB APPROVAL
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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 *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
CLEMINS ARCHIE	**10/4/2011**	**LEVEL 3 COMMUNICATIONS INC [LVLT]**
(Last) (First) (Middle) **C/O LEVEL 3 COMMUNICATIONS, INC., 1025 ELDORADO BLVD.**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) __ X __ Director ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)	
(Street) **BROOMFIELD, CO 80021** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ X _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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)
Common Stock	**0**	**D**	

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:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLEMINS ARCHIE **C/O LEVEL 3 COMMUNICATIONS, INC.** **1025 ELDORADO BLVD.** **BROOMFIELD, CO 80021**	**X**			

Signatures

/s/ Neil J. Eckstein as Attorney in Fact **10/6/2011**

** 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, Archie Clemins, Director, of Level 3 Communications, Inc. (the 'Company'), hereby designate any and all of Thomas C. Stortz, John M. Ryan and Neil J. E

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
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

IN WITNESS WHEREOF, I have signed this Power of Attorney as of September 27, 2011.

/s/ Archie Clemins
Name: Archie Clemins