

VERIZON COMMUNICATIONS INC  
Form 424B3  
December 09, 2002

Prospectus Supplement dated as of December 9, 2002  
To Prospectus dated November 16, 2001

Rule 424(b)(3)  
File No. 333-67412

**\$5,442,079,000**

**Verizon Global Funding Corp.**  
**Zero Coupon Convertible Notes due 2021**  
**Supported as to Payment of Principal and Interest by and**  
**Convertible into the Common Stock of**  
**Verizon Communications Inc.**

This Prospectus Supplement dated as of December 9, 2002 supplements and amends the Prospectus dated November 16, 2001 as follows and should be read in connection with the Prospectus:

The section entitled, Selling Securityholders, beginning on page 30 of the Prospectus is supplemented and amended to include the following additional selling securityholders who have provided us with notice and the requisite information as of December 9, 2002. To the extent that a selling securityholder listed below is already named in the Prospectus or any previous Prospectus Supplement, the information set forth below replaces that information.

	Aggregate Principal Amount at Maturity of Notes that May Be Sold (\$)	Percentage of Notes Outstanding	Shares of Verizon Communications Common Stock that May Be Sold (1)	Percentage of Verizon Communications Common Stock Outstanding (2)
AmerUs Life Insurance Company	1,725,000	*	13,682	*
Conseco Annuity Assurance Multi-Bucket Annuity Convertible Bond Fund	16,500,000	*	130,874	*
IL Annuity and Insurance Company	14,775,000	*	117,192	*
MFS Total Return Fund	5,500,000	*	43,624	*
UBS O Connor LLC F/B/O O Connor Global Convertible Portfolio	1,000,000	*	7,931	*
UBS Warburg LLC	800,000	*	6,345	*

\* Less than one percent (1%).

- (1) Assumes conversion of all of the notes at a conversion rate of 7.9318 shares of the common stock of Verizon Communications per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described under "Description of Notes and Support Obligations - Conversion Rights" in the Prospectus. As a result, the number of shares of the common stock of Verizon Communications issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(i) of the Securities Exchange Act of 1934, using 2,751,650,484 shares of common stock of Verizon Communications outstanding as of September 30, 2002. In calculating this amount for each selling securityholder, we treated as outstanding the number of shares of the common stock of Verizon Communications issuable upon conversion of all of the selling securityholder's notes, but we did not assume conversion of any other selling securityholder's notes.