

CENTURYLINK, INC  
Form DEFA14A  
April 06, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CENTURYLINK, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 18, 2011 00000996721 R1.0.0.11699 CENTURYLINK, INC. BROKER LOGO HERE Return Address Line 1 Return Address Line 2 Return Address Line 3 51 MERCEDES WAY EDGEWOOD NY 11717 Investor Address Line 1 Investor Address Line 2 Investor Address Line 3 Investor Address Line 4 Investor Address Line 5 John Sample 1234 ANYWHERE STREET ANY CITY, ON A1A 1A1 Meeting Information Meeting Type: Annual Meeting For holders as of: March 21, 2011 Date: May 18, 2011 Time: 10:00 AM CDT Location: Corporate Conference Room CenturyLink Headquarters 100 CenturyLink Drive Monroe, LA 71203 You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions. Broadridge Internal Use Only Job # Envelope # Sequence # # of # Sequence #

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Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement 2. Annual Report 3. Q&A Letter How to View Online: Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 04, 2011 to facilitate timely delivery. How To Vote Please Choose One of the Following Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must request a legal proxy. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form. Internal Use Only 00000996722 R1.0.0.11699

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Voting items The Board of Directors recommends that you vote FOR the following: 1. Election of Directors Nominees 01 Virginia Boulet 02 Peter C. Brown 03 Richard A. Gephardt 04 Gregory J. McCray 05 Michael J. Roberts The Board of Directors recommends you vote FOR the following proposal(s): 2 Ratify the appointment of KPMG LLP as our independent auditor for 2011. 3 Approve our 2011 Equity Incentive Plan. 4a Advisory vote regarding our executive compensation. The Board of Directors recommends you vote 1 YEAR on the following proposal: 4b Advisory vote regarding the frequency of our executive compensation votes. The Board of Directors recommends you vote AGAINST the following proposal(s): 5a Shareholder proposal regarding political contributions report. 5b Shareholder proposal regarding board declassification. Broadridge Internal Use Only xxxxxxxxxx  
xxxxxxx Cusip Job # Envelope # Sequence # # of # Sequence # 00000996723 R1.0.0.11699

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Voting items Continued Reserved for Broadridge Internal Control Information NOTE: If you plan to attend the meeting and would like directions, please see the Company's proxy statement. Voting Instructions THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO BANKS AND BROKERS AS REQUIRED BY THE NEW YORK STOCK EXCHANGE THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE Broadridge Internal Use Only P99999-010 Job # Envelope # 12 Sequence15 # # of # Sequence # # OF # 00000996724 R1.0.0.11699

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TH Century Link TH WHAT YOU SHOULD KNOW ABOUT DELIVERY OF OUR 2011 PROXY MATERIALS This year, like last year, we are providing each of our record shareholders with access to our proxy materials via the Internet. Accordingly, on or before April 6, 2011, we began mailing the accompanying Notice of Internet Availability of Proxy Materials to all shareholders of record as of March 21, 2011, and posted our proxy materials on our website as described in the Notice. The following information addresses certain questions you may have regarding this process. *Why didn't I receive a copy of the proxy statement, annual report and proxy card in the mail?* The Securities and Exchange Commission allows us to send you a short notice that proxy materials are available electronically instead of a full package containing a proxy card, annual report and proxy statement. You can request that we send paper copies of the proxy materials, as described further below. The rules are not mandatory, and we may still choose to mail paper copies of proxy materials to all or some of our shareholders. *How do these rules work?* The rules permit us to send (or request that brokers send) a short notice instead of the traditional large proxy package. This conserves paper and reduces our printing and mailing costs. As explained further in the accompanying Notice, you have the option of (1) accessing the proxy materials online, including instructions on how to vote, or (2) requesting that paper copies of those materials be sent to you. *Can I get paper proxy packages now and in the future?* Yes. If you are a shareholder of record, you may contact us as directed on the accompanying Notice and request that we mail you paper proxy packages. This selection will apply to all future proxy mailings by us, until you notify us that you no longer wish to receive paper proxy packages. If you hold shares of our common stock in street name through a broker, you should contact your broker to request paper proxy packages.