

Edgar Filing: LEVEL 3 COMMUNICATIONS INC - Form SC 13G/A

LEVEL 3 COMMUNICATIONS INC
Form SC 13G/A
February 17, 2004

Securities and Exchange Commission
Washington, D. C. 20549

Schedule 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)

Level 3 Communications, Inc.
Common Stock
CUSIP Number 52729N100

Date of Event Which Requires Filing of this Statement: December 31, 2003

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 52729N100

- 1) Name of reporting person:
Legg Mason, Inc.
Tax Identification No.:
52-1200960
- 2) Check the appropriate box if a member of a group:
 - a) n/a
 - b) n/a
- 3) SEC use only
- 4) Place of organization:
Maryland

Number of shares beneficially owned: *

* Beneficial ownership of the issuer's securities is no longer attributed to Legg Mason, Inc. as parent company and is now reported directly by its investment adviser subsidiaries. See item 4 for more details.

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

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12) Type of reporting person:
HC, CO

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, Inc.

Item 2b) Address of principal business office:
100 Light Street
Baltimore, MD 21202

Item 2c) Citizenship:
Maryland Corporation

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 Fund; see 240.13d-1(b) (ii) (F).
(g) Parent holding company, in accordance with 240.13d-1(b) (ii) (G).
h) Group, in accordance with 240.13d-1(b) (1) (ii) (H).

Item 4) Ownership:

(a) Amount beneficially owned: - 0 - *

*In accordance with Exchange Act Release No. 39538, the investment
adviser subsidiaries of Legg Mason, Inc. have established informational
barriers and therefore beneficial ownership of the issuer's securities
is no longer attributed to Legg Mason, Inc. as parent company.

The investment adviser subsidiaries with beneficial ownership of 5% or
more of the issuer's securities have filed a separate Schedule 13G
that discloses their beneficial ownership as of December 31, 2003.
See Schedule 13G filing by LMM, LLC.

(b) Percent of Class: 0%

(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:

- 0 -

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- (iii) sole power to dispose or to direct the disposition of:
- 0 -
- (iv) shared power to dispose or to direct the disposition of
- 0 -

- 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:
n/a
- 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:
n/a
- 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 held in the ordinary course of business and were not acquired and 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 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 13, 2004

Legg Mason, Inc.

By _____
Peter L. Bain, Executive Vice President