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LEVEL 3 COMMUNICATIONS INC

Form SC 13G

February 08, 2002

Securities and Exchange Commission
Washington, D. C. 20549

Schedule 13G
Under the Securities Exchange Act of 1934

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

Date of Event Which Requires Filing of this Statement: December 31, 2001

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 by each reporting person with:

- 5) Sole voting power: - 0 -
- 6) Shared voting power: 34,322,622
- 7) Sole dispositive power: - 0 -
- 8) Shared dispositive power: 34,322,622
- 9) Aggregate amount beneficially owned by each reporting person:
34,322,622
- 10) Check if the aggregate amount in row (9) excludes certain shares:
n/a
- 11) Percent of class represented by amount in row (9):
8.96%
- 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
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

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- 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) [X] 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: 34,322,622
 - (b) Percent of Class: 8.96%
 - (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:
34,322,622
 - (iii) sole power to dispose or to direct the disposition of:
- 0 -
 - (iv) shared power to dispose or to direct the disposition of:
34,322,622
- 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:

Various accounts managed by the investment advisory
subsidiaries described in Item 7 have the right to
receive or the power to direct the receipt of
dividends from, or the proceeds from the sale of
shares of Level 3 Communications Inc. No such
account owns more than 5% of the shares outstanding.
- Item 7) Identification and classification of the subsidiary which
acquired the security being reported on by the parent
holding company:

Legg Mason Funds Management, Inc., investment adviser
LMM LLC, investment adviser
Legg Mason Capital Management, Inc., investment
adviser

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Legg Mason Wood Walker, Inc., investment adviser
and broker/dealer with discretion
Perigee Investment Counsel, Inc., investment adviser

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 are held in the ordinary course of business and were not acquired and are not 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 are not 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 8, 2002

Legg Mason, Inc.

By _____
Timothy C. Scheve, Sr. Ex. Vice President