CENTURYTEL INC

Form 4

August 17, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 323

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obligations

Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address GOFF STACEY	1 0	g Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)		(Middle)	CENTURYTEL INC [CTL] 3. Date of Earliest Transaction	(Check all applicable)				
100 CENTURYTEL DRIVE			(Month/Day/Year) 08/16/2005	Director 10% Owner Officer (give title Other (specification) below) Sr. VP, Gen. Counsel				
(3	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MONROE, LA 7	1203			Form filed by More than One Reporting Person				
(City)	State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne					

(City)	(State) (E	Table	I - Non-De	rivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					24,000	D	
Common Stock					800.25	I	By 401(k)
Common Stock					1,147.94	I	By ESOP
Common Stock					365.48	I	By Stock Bonus Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Securities	rative es d d of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous or Numb of Sha
Phantom Stock Units	<u>(4)</u>	08/16/2005		A	271.2		<u>(5)</u>	<u>(5)</u>	Common Stock	271.
Employee Stock Option (right to buy)	\$ 34.63						02/21/2001 <u>(6)</u>	02/21/2010	Common Stock	9,40
Employee Stock Option (right to buy)	\$ 28.03						05/21/2002(7)	05/21/2011	Common Stock	8,00
Employee Stock Option (right to buy)	\$ 32.99						02/25/2003(8)	02/25/2012	Common Stock	18,00
Employee Stock Option (right to buy)	\$ 26.95						03/14/2004	03/14/2013	Common Stock	19,33
Employee Stock Option (right to buy)	\$ 34.2						08/26/2004	08/26/2013	Common Stock	50,00

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Employee Stock

Option \$ 28.34

02/25/2004(9) 02/25/2014

Common Stock 40,50

(right to buy)

Employee Stock

Option \$ 33.4

02/17/2005(10) 02/17/2015

Common Stock 40,50

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOFF STACEY W

100 CENTURYTEL DRIVE Sr. VP, Gen. Counsel

MONROE, LA 71203

Signatures

By: Kay Buchart, Attorney-In-Fact 08/17/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) As of most recent statement available
- (2) As of most recent statement available.
- (3) As of most recent statement available.
- (4) Security converts on a 1-to-1 basis.
- (5) The reported phantom stock units were acquired under CTE's excess benefit plan and will be settled upon the reporting person's termination of service.
- One-third of the Stock Options are exercisable 2/21/2001, one-third are exercisable on 2/21/2002, and one-third are exercisable on 2/21/2003.
- (7) One-third of the Stock Options are exercisable 5/21/02, one-third are exercisable 5/21/03, and one-third are exercisable 5/21/04.
- (8) One-third of the Stock Options are exercisable 2/25/03, one-third are exercisable 2/25/04, and one-third are exercisable 2/25/05.
- (9) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (10) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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