

CENTURYTEL INC

Form 4/A

February 08, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLE DAVID D

(Last) (First) (Middle)

100 CENTURYTEL DRIVE

(Street)

MONROE, LA 71203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CENTURYTEL INC [CTL]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/25/2004

4. If Amendment, Date Original
 Filed(Month/Day/Year)
02/26/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

Sr. VP - Operations Support

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock	02/25/2004		M	423 ⁽¹⁾	A \$ 0 21,044.24	D	
Common Stock	02/25/2004		A	12,000	A \$ 0 33,044.24	D	
Common Stock					3,997.75	I	By 401(k) ⁽²⁾
Common Stock					10,049.91	I	By ESOP ⁽³⁾
Common Stock					1,501.94	I	By ESOP Spouse ⁽³⁾

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Common Stock	1,992.18	I	By PAYSOP (4)
Common Stock	635.51	I	By PAYSOP Spouse (4)
Common Stock	10,371.64	I	By Stock Bonus Plan (5)
Common Stock	2,670.7	I	By Stock Bonus Plan Spouse (5)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 28.34	02/25/2004		A		40,500		02/25/2004 ⁽⁶⁾	02/25/2014 ⁽⁷⁾	Comm Stock
Performance Shares.99	⁽⁸⁾	02/25/2004		M		1,095		⁽⁹⁾	⁽¹⁰⁾	Comm Stock
Employee Stock Option (right to buy)	\$ 14.61							11/22/1995	05/22/2005	Comm Stock
Employee Stock Option (right to buy)	\$ 16.05							11/22/1995	05/22/2005	Comm Stock
Employee Stock Option (right to buy)	\$ 17.64							11/22/1995	05/22/2005	Comm Stock
	\$ 13.5							02/24/1997 ⁽¹¹⁾	02/24/2007	

Employee Stock Option (right to buy)					Comm Stocl
Employee Stock Option \$ 34.63 (right to buy)		02/21/2001 ⁽¹²⁾	02/21/2010		Comm Stocl
Employee Stock Option \$ 28.03 (right to buy)		05/21/2002 ⁽¹³⁾	05/21/2011		Comm Stocl
Employee Stock Option \$ 32.99 (right to buy)		02/25/2003 ⁽¹⁴⁾	02/25/2012		Comm Stocl
Employee Stock Option \$ 27.48 (right to buy)		02/24/2004 ⁽¹⁵⁾	02/24/2013		Comm Stocl
Phantom Stock Units \$ 0 ⁽¹⁶⁾		⁽¹⁷⁾	⁽¹⁷⁾		Comm Stocl

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE DAVID D 100 CENTURYTEL DRIVE MONROE, LA 71203			Sr. VP - Operations Support	

Signatures

By: Kay C. Buchart,
Attorney-In-Fact 02/08/2005

 **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) Represents the number of shares earned under the performance shares granted in 1999, based on the Company's total shareholder return over a five year period compared to other telecommunications companies.
- (2) As of most recent statement available
- (3) As of December 31, 2003, the most recent statement available.
- (4) As of December 31, 2003, the most recent statement available.
- (5) As of December 31, 2003, the most recent statement available.
- (6) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (7) Amended to correct error in termination date.
- (8) Security converts on a one for one basis.

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- (9) The award vests based upon the Company's total shareholder return over a five year period compared to the other companies included in an index of telecommunications companies.
- (10) Exercisable as soon as practicable after December 31, 2003.
- (11) One-third of the Stock Options are exercisable immediately, one-third are exercisable on 2/24/98, and one-third are exercisable on 2/24/99.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) One-third of the Stock Options are exercisable 2/24/04, one-third are exercisable 2/24/05, and one-third are exercisable 2/24/06.
- (16) Security converts on a 1-to-1 basis.
- (17) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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