

Embarq CORP
Form 3
August 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Huber Dennis G | | (Month/Day/Year) | Embarq CORP [EQ] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/31/2008 | | |
| 5454 W 110TH ST | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Technology Officer & SVP | |
| OVERLAND PARK,Â KSÂ 66211 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 12,605.6582 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------|------------|------------|--------------|--------|-----------|-------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 3,354 | \$ 0 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 6,718 | \$ 0 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 9,258 | \$ 0 | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 11,219 | \$ 0 | D | Â |
| NQ Stock Options | 05/18/2006 | 02/08/2009 | Common Stock | 22,964 | \$ 72.45 | D | Â |
| NQ Stock Options | 05/18/2006 | 02/08/2010 | Common Stock | 428 | \$ 91.38 | D | Â |
| NQ Stock Options | 05/18/2006 | 08/07/2010 | Common Stock | 995 | \$ 91.38 | D | Â |
| NQ Stock Options | 05/18/2006 | 05/11/2011 | Common Stock | 2,023 | \$ 91.38 | D | Â |
| NQ Stock Options | 05/18/2006 | 01/24/2010 | Common Stock | 2,421 | \$ 91.38 | D | Â |
| NQ Stock Options | 05/18/2006 | 01/03/2010 | Common Stock | 3,228 | \$ 91.38 | D | Â |
| NQ Stock Options | 05/18/2006 | 05/11/2011 | Common Stock | 15,567 | \$ 91.38 | D | Â |
| NQ Stock Options | 05/18/2006 | 02/08/2009 | Common Stock | 844 | \$ 105.84 | D | Â |
| NQ Stock Options | Â (5) | 02/08/2015 | Common Stock | 9,753 | \$ 49.71 | D | Â |
| NQ Stock Options | Â (6) | 02/07/2016 | Common Stock | 19,282 | \$ 45.06 | D | Â |
| NQ Stock Options | Â (7) | 02/22/2017 | Common Stock | 15,149 | \$ 56.43 | D | Â |
| NQ Stock Options | Â (8) | 03/02/2018 | Common Stock | 23,728 | \$ 41.94 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Huber Dennis G 5454 W 110TH ST OVERLAND PARK,Â KSÂ 66211 | Â | Â | Â Chief Technology Officer & SVP | Â |

Signatures

Tracy D. Mackey,
attorney-in-fact

08/04/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Units vest and shares will be delivered to reporting person on 05/21/09.

(2) Units vest and shares will be delivered to reporting person on 02/07/09.

(3) These restricted stock units are subject to forfeiture or grant of additional units based upon achievement of specified financial objectives related to return on invested capital, as adjusted for certain items, and total shareholder return relative to the S&P 500 Index. The number of RSUs awarded will be adjusted based on the Company's performance at the end of 2008 with respect to the shares vesting on February 22, 2009, and at the end of 2009 with respect to the shares vesting on February 22, 2010.

(4) These restricted stock units are subject to forfeiture or grant of additional units based upon achievement of specified financial objectives related to total shareholder return relative to the S&P 500 Index and Economic Value Added, as adjusted for certain items, during the 2008-2010 performance period. The number of RSUs awarded will be adjusted based on the Company's performance at the end of 2010. Units vest on March 2, 2011.

(5) Option vests in two equal annual installments which began on February 8, 2008.

(6) Option vests in two equal annual installments which began on February 7, 2008.

(7) Option vests in three annual installments: 34% vested on February 22, 2008 and 33% will vest on each of February 22, 2009 and February 22, 2010.

(8) Option vests in three annual installments with 34% vesting on March 2, 2009 and 33% vesting on each of March 2, 2010 and March 2, 2011.

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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