

CENTURYTEL INC
Form 4/A
February 08, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
EWING R STEWART JR

(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)
02/27/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Ex. VP & CFO

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 02/25/2004 | | M | | 423 ⁽¹⁾ | A | \$ 0 | 28,329.48 | D | |
| Common Stock | 02/25/2004 | | A | | 18,300 | A | \$ 0 | 46,629.48 | D | |
| Common Stock | | | | | | | | 938.59 | I | By 401(k) ⁽²⁾ |
| Common Stock | | | | | | | | 15,583.73 | I | By ESOP ⁽³⁾ |
| Common Stock | | | | | | | | 3,513.98 | I | By PAYSOP ⁽⁴⁾ |

| | | | |
|-----------------|-----------|---|-------------------------------|
| Common Stock | 16,311.43 | I | By Stock Bonus Plan (5) |
|-----------------|-----------|---|-------------------------------|

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

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(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 | 62,500 | 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) | \$ 17.64 | | | | | 11/22/1995 | 05/22/2005 | Comm Stock |
| Employee Stock Option (right to buy) | \$ 13.5 | | | | | 02/24/1997 ⁽¹¹⁾ | 02/24/2007 | Comm Stock |
| Employee Stock Option (right to buy) | \$ 34.63 | | | | | 02/21/2001 ⁽¹²⁾ | 02/21/2010 | Comm Stock |
| Employee Stock Option (right to buy) | \$ 28.03 | | | | | 05/21/2002 ⁽¹³⁾ | 05/21/2011 | Comm Stock |
| Employee Stock Option (right to buy) | \$ 32.99 | | | | | 02/25/2003 ⁽¹⁴⁾ | 02/25/2012 | Comm Stock |
| Employee Stock Option (right to buy) | \$ 27.48 | | | | | 02/24/2004 ⁽¹⁵⁾ | 02/24/2013 | Comm Stock |
| | \$ 0 ⁽¹⁶⁾ | | | | | ⁽¹⁷⁾ | ⁽¹⁷⁾ | |

Phantom
Stock Units

Comm
Stoc

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| EWING R STEWART JR 100 CENTURYTEL DRIVE MONROE, LA 71203 | | | Ex. VP & CFO | |

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.
- (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. 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.