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

OMB Number:

3235-0287

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading POST GLEN F III Issuer Symbol CENTURYTEL INC [CTL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director

08/16/2005

100 CENTURYTEL DRIVE

(Street)

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

10% Owner X_ Officer (give title Other (specify below) below) Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

MONROE, LA 71203

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 199,910.64 D Stock Common By 401(k) I 6,717.47 (1) Stock Common By ESOP I 19,829.51 (2) Stock By Common **PAYSOP** Ι 5,788.67 Stock (3) Common 49,781.93 Ι By Stock Stock Bonus Plan

(4)

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, an 5)	Expiration Date (Month/Day/Year	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable O)	Expiration Date	Title	Amo Nun Shar	
Phantom Stock Units	<u>(5)</u>	08/16/2005		A	2,160.1	<u>(6)</u>	<u>(6)</u>	Common Stock	2,1	
Employee Stock Option (right to buy)	\$ 13.5					02/24/1997 <u>(7)</u>	02/24/2007	Common Stock	97	
Employee Stock Option (right to buy)	\$ 34.63					02/21/2001(8)	02/21/2010	Common Stock	320	
Employee Stock Option (right to buy)	\$ 28.03					05/21/2002 ⁽⁹⁾	05/21/2011	Common Stock	320	
Employee Stock Option (right to buy)	\$ 32.99					02/25/2003(10)	02/25/2012	Common Stock	320	
Employee Stock Option (right to	\$ 27.48					02/24/2004(11)	02/24/2013	Common Stock	320	

buy)

Employee

Stock Option \$ 28.34

02/25/2004⁽¹²⁾ 02/25/2014

Common Stock

16

(right to buy)

Employee Stock

Option \$ 33.4

02/17/2005(13) 02/17/2015

Common Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POST GLEN F III

100 CENTURYTEL DRIVE X Chairman and CEO

MONROE, LA 71203

Signatures

By: Kay C. 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) As of most recent statement available.
- (5) Security converts on a 1-to-1 basis.
- (6) 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 immediately, one-third are exercisable on 2/24/98, and one-third are exercisable on 2/24/99.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (13) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.

Reporting Owners 3

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