

POST GLEN F III
Form 4
August 09, 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 *
POST GLEN F III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CENTURYTEL DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2005

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

MONROE, LA 71203

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

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/09/2005		M		100,000 A \$ 13.5	299,910.64	D
Common Stock	08/09/2005		S		100,000 D \$ 36.25	199,910.64	D
Common Stock						6,717.47	I By 401(k) (1)
Common Stock						19,829.51	I By ESOP (2)
Common Stock						5,788.67	I By PAYSOP (3)

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Common Stock 49,781.93 I By Stock Bonus Plan ⁽⁴⁾

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

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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 and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Employee Stock Option (right to buy)	\$ 13.5	08/09/2005		M	100,000	02/24/1997 ⁽⁵⁾	02/24/2007	Common Stock	10
Employee Stock Option (right to buy)	\$ 34.63					02/21/2001 ⁽⁶⁾	02/21/2010	Common Stock	32
Employee Stock Option (right to buy)	\$ 28.03					05/21/2002 ⁽⁷⁾	05/21/2011	Common Stock	32
Employee Stock Option (right to buy)	\$ 32.99					02/25/2003 ⁽⁸⁾	02/25/2012	Common Stock	32
Employee Stock Option (right to buy)	\$ 27.48					02/24/2004 ⁽⁹⁾	02/24/2013	Common Stock	32

Employee Stock Option (right to buy)	\$ 28.34	02/25/2004 ⁽¹⁰⁾	02/25/2014	Common Stock	16
Employee Stock Option (right to buy)	\$ 33.4	02/17/2005 ⁽¹¹⁾	02/17/2015	Common Stock	20
Phantom Stock Units	\$ 0 ⁽¹²⁾	<u>(13)</u>	<u>(13)</u>	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POST GLEN F III 100 CENTURYTEL DRIVE MONROE, LA 71203	X		Chairman and CEO	

Signatures

By: Kay C. Buchart,
Attorney-In-Fact

08/09/2005

 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) 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.
 - (6) 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 Stock Options are exercisable 2/24/04, one-third are exercisable 2/24/05, and one-third are exercisable 2/24/06.
 - (10) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
 - (11) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.
 - (12) Security converts on a 1-to-1 basis.

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- (13) 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.

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