

Embarq CORP
Form 4
May 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
Holland E J Jr

(Last) (First) (Middle)
5454 W. 110TH STREET
(Street)

OVERLAND PARK, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Embarq CORP [EQ]

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

SVP-Human Resources

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

X 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					1,865 ⁽⁴⁾	D	
Common Stock					99 ⁽⁴⁾	I	By 401k

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

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(9-02)

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0	05/17/2006		A	495	(1) (1)	Common Stock	495
Restricted Stock Units	\$ 0	05/17/2006		A	460	(2) (2)	Common Stock	460
NQ Stock Option (right to buy)	\$ 57.97	05/17/2006		A	615	(3) 02/08/2009	Common Stock	615
NQ Stock Option (right to buy)	\$ 57.97	05/17/2006		A	1,345	(3) 02/08/2009	Common Stock	1,345
NQ Stock Option (right to buy)	\$ 72.44	05/17/2006		A	2,186	(3) 02/08/2009	Common Stock	2,186
NQ Stock Option (right to buy)	\$ 72.44	05/17/2006		A	5,381	(3) 02/08/2009	Common Stock	5,381
NQ Stock Option (right to buy)	\$ 91.38	05/17/2006		A	1,345	(3) 01/03/2010	Common Stock	1,345
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006		A	5,381	(3) 01/03/2010	Common Stock	5,381
NQ Stock	\$ 91.38	05/17/2006		A	1,210	(3) 01/24/2010	Common	1,210

							Stock	
Option (right to buy)								
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006	A	2,421	(3)	01/24/2010	Common Stock	2,421
NQ Stock Option (right to buy)	\$ 91.38	05/17/2006	A	185	(3)	02/08/2010	Common Stock	185
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006	A	970	(3)	02/08/2010	Common Stock	970
NQ Stock Option (right to buy)	\$ 91.38	05/17/2006	A	807	(3)	08/07/2010	Common Stock	807
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006	A	3,228	(3)	08/07/2010	Common Stock	3,228
NQ Stock Option (right to buy)	\$ 91.38	05/17/2006	A	569	(3)	05/11/2011	Common Stock	569
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006	A	1,138	(3)	05/11/2011	Common Stock	1,138

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holland E J Jr 5454 W. 110TH STREET OVERLAND PARK, KS 66211			SVP-Human Resources	

Signatures

Tracy D. Mackey,
Attorney-in-fact

05/19/2006

__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) Units vest and shares will be delivered to reporting person on 02/10/07.
- (2) Units vest and shares will be delivered to reporting person on 02/08/08.
- (3) Option is fully vested and exercisable immediately.
- (4) Includes shares distributed to the reporting person in connection with a pro-rata distribution of the issuer's shares to the stockholders of Sprint Nextel Corporation.

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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