

CENTURYTEL INC  
Form 4/A  
February 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
**SWEASY NEIL**

(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)  
**02/26/2004**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP and Controller

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/25/2004		A	1,900 A \$ 0	2,676.54	D	
Common Stock	02/25/2004		M	26 <sup>(1)</sup> A \$ 0	2,702.54	D	
Common Stock					3,370.57	I	By 401(k) <sup>(2)</sup>
Common Stock					3,941.27	I	By ESOP <sup>(3)</sup>
Common Stock					1,268.61	I	By Stock Bonus Plan <sup>(4)</sup>

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

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SEC 1474  
(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 and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	\$ 0 <sup>(7)</sup>					<u>(15)</u>	<u>(15)</u>	Common Stock
Employee Stock Option (right to buy)	\$ 28.34	02/25/2004		A	6,500	02/25/2004 <sup>(5)</sup>	02/25/2014 <sup>(6)</sup>	Common Stock
Performance Shares.98	<u>(7)</u>	02/25/2004		M	67	<u>(8)</u>	<u>(9)</u>	Common Stock
Employee Stock Option (right to buy)	\$ 13.33					<u>(10)</u>	01/02/2007	Common Stock
Employee Stock Option (right to buy)	\$ 46.19					04/07/2000	04/07/2009	Common Stock
Employee Stock Option (right to buy)	\$ 34.63					02/21/2001 <sup>(11)</sup>	02/21/2010	Common Stock
Employee Stock Option (right to buy)	\$ 28.03					05/21/2002 <sup>(12)</sup>	05/21/2011	Common Stock
Employee Stock Option (right to buy)	\$ 32.99					02/25/2003 <sup>(13)</sup>	02/25/2012	Common Stock
Employee Stock Option (right to buy)	\$ 27.48					02/24/2004 <sup>(14)</sup>	02/24/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEASY NEIL 100 CENTURYTEL DRIVE MONROE, LA 71203			VP and Controller	

## 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) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
  - (6) Amended to correct error in termination date.
  - (7) Security converts on a 1-to-1 basis.
  - (8) 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.
  - (9) As soon as practicable after December 31, 2002.
  - (10) Options were 50% exercisable on 01/02/99 and 50% exercisable on 01/02/2000.
  - (11) 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.
  - (12) 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.
  - (13) 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.
  - (14) 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.
  - (15) 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.