

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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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
X Officer (give title below) _____ Other (specify below)
Ex. VP & CFO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/25/2004		M		423 ⁽¹⁾	A	\$ 0
Common Stock	02/25/2004		A		18,300	A	\$ 0
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)
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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 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⁾	

