

CENTURYTEL INC
Form 5
February 14, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MASLOWSKI MICHAEL E

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

100 CENTURYTEL DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & Chief Info. Off.

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

6. Individual or Joint/Group Reporting (check applicable line)

MONROE, LA 71203

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | 01/01/2004 | ^ | G | 100 | D | \$ 0 | 15,623.2 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 850.26 | I | By ESOP (1) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 362.48 | I | By Stock Bonus Plan (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless

SEC 2270 (9-02)

the form displays a currently valid OMB control number.

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 45.54 | Â | Â | Â | Â | Â | 03/24/2000 | 03/24/2009 | Common Stock | 19,140 |
| Employee Stock Option (right to buy) | \$ 34.63 | Â | Â | Â | Â | Â | 02/21/2001 ⁽³⁾ | 02/21/2010 | Common Stock | 50,000 |
| Employee Stock Option (right to buy) | \$ 28.03 | Â | Â | Â | Â | Â | 05/21/2002 ⁽⁴⁾ | 05/21/2011 | Common Stock | 81,000 |
| Employee Stock Option (right to buy) | \$ 32.99 | Â | Â | Â | Â | Â | 02/25/2003 ⁽⁵⁾ | 02/25/2012 | Common Stock | 81,000 |
| Employee Stock Option (right to buy) | \$ 27.48 | Â | Â | Â | Â | Â | 02/24/2004 ⁽⁶⁾ | 02/24/2013 | Common Stock | 53,990 |
| Employee Stock Option (right to buy) | \$ 28.34 | Â | Â | Â | Â | Â | 02/25/2004 | 02/25/2014 | Common Stock | 40,500 |

