

CENTURYTEL INC  
Form 4  
August 03, 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 \*  
MASLOWSKI MICHAEL E

(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)  
08/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. VP & Chief Info. Off.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2005		M		27,000	A	\$ 27.48
Common Stock	08/02/2005		S		27,000	D	\$ 35.01
Common Stock	08/03/2005		M		81,000	A	\$ 28.03
Common Stock	08/03/2005		S		81,000	D	\$ 35.15
Common Stock	08/03/2005		S		910	D	\$ 35.28

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Common Stock	149.94	I	By 401(k) <u>(1)</u>
Common Stock	1,174.45	I	By ESOP <u>(2)</u>
Common Stock	373.39	I	By Stock Bonus Plan <u>(2)</u>

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.48	08/02/2005		M	27,000	02/24/2004 <sup>(3)</sup>	02/24/2013	Common Stock	27,000
Employee Stock Option (right to buy)	\$ 28.03	08/03/2005		M	81,000	05/21/2002 <sup>(4)</sup>	05/21/2011	Common Stock	81,000
Employee Stock Option (right to buy)	\$ 45.54					03/24/2000	03/24/2009	Common Stock	19,100
Employee Stock Option (right to buy)	\$ 34.63					02/21/2001 <sup>(5)</sup>	02/21/2010	Common Stock	50,000

Employee Stock Option (right to buy)	\$ 32.99	02/25/2003 <sup>(6)</sup>	02/25/2012	Common Stock	81,0
Employee Stock Option (right to buy)	\$ 28.34	02/25/2004	02/25/2014	Common Stock	40,5
Employee Stock Option (right to buy)	\$ 33.4	02/17/2005 <sup>(7)</sup>	02/17/2015	Common Stock	40,5
Phantom Stock Units	\$ 0 <sup>(8)</sup>	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	987

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASLOWSKI MICHAEL E 100 CENTURYTEL DRIVE MONROE, LA 71203			Sr. VP & Chief Info. Off.	

## Signatures

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

08/03/2005

\_\_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) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.
- (8) Security converts on a 1-to-1 basis.

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- (9) 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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