#### MASLOWSKI MICHAEL E

Form 4

November 10, 2004

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MASLOWSKI MICHAEL E			2. Issuer Name and Ticker or Trading Symbol CENTURYTEL INC [CTL]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  100 CENTURYTEL DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 11/09/2004					(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  Sr. VP & Chief Info. Off.			
MONROE,	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Dat (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)		4 and (A) or	d of	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)	
Common Stock	11/09/2004			S	1,666	D	\$ 33.5	17,552.77	D		
Common Stock								850.26	I	By ESOP	
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.											

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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. 5. TransactionNumber Code of (Instr. 8) Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5					7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28.34						02/25/2004(3)	02/25/2004	Common Stock	40,500
Employee Stock Option (right to buy)	\$ 45.54						03/24/2000	03/24/2009	Common Stock	19,142
Employee Stock Option (right to buy)	\$ 34.63						02/21/2001(4)	02/21/2010	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 28.03						05/21/2002(5)	05/21/2011	Common Stock	81,000
Employee Stock Option (right to buy)	\$ 32.99						02/25/2003(6)	02/25/2012	Common Stock	81,000
Employee Stock Option (right to	\$ 27.48						02/24/2004(7)	02/24/2013	Common Stock	81,000

buy)

Phantom

Stock \$ 0 (8)

Units

## **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.

Common

Stock

987.9

(9)

(9)

### **Signatures**

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

11/10/2004

\*\*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 December 31, 2003, the most recent statement available.
- (2) As of December 31, 2003, the most recent statement available.
- (3) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- 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.
- (5) 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.
- (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 Stock Options are exercisable 2/24/04, one-third are exercisable 2/24/05, and one-third are exercisable 2/24/06.
- (8) Security converts on a 1-to-1 basis.
- (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.

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.

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