

CENTURYTEL INC

Form 4

August 05, 2005

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

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

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COLE DAVID D**

(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)  
**08/04/2005**

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) below)

Sr. VP - Operations Support

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common<br>Stock                       | 08/04/2005                              |   | M                                       | 25,000 A  | \$ 13.5 55,545.79  | D   |   |
| Common<br>Stock                       | 08/04/2005                              |   | S                                       | 25,000 D  | \$ 36 30,545.79  | D   |   |
| Common<br>Stock                       |   |   |   |   | 4,409.73   | I   | By 401(k)<br>(1)  |
| Common<br>Stock                       |   |   |   |   | 10,876.39  | I   | By ESOP<br>(2)  |
| Common<br>Stock                       |   |   |   |   | 1,527.39   | I   | By ESOP<br>Spouse (2)   |

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|              |           |   |   |
|--------------|-----------|---|---|
| Common Stock | 2,024.1   | I | By PAYSOP <sup>(3)</sup>                  |
| Common Stock | 645.69    | I | By PAYSOP Spouse <sup>(3)</sup>           |
| Common Stock | 10,574.43 | I | By Stock Bonus Plan <sup>(4)</sup>        |
| Common Stock | 2,719.79  | I | By Stock Bonus Plan Spouse <sup>(4)</sup> |

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 the form displays a currently valid OMB control number.**

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 13.5  | 08/04/2005                           |  | M                              | 25,000  | 02/24/1997 <sup>(5)</sup> 02/24/2007                     | Common Stock  | 25,                        |
| Employee Stock Option (right to buy)       | \$ 34.63   |                                      |  |                                |   | 02/21/2001 <sup>(6)</sup> 02/21/2010                     | Common Stock  | 85,                        |
| Employee Stock Option (right to buy)       | \$ 28.03   |                                      |  |                                |   | 05/21/2002 <sup>(7)</sup> 05/21/2011                     | Common Stock  | 81,                        |

|  |                      |                            |                 |                 |     |
|--|----------------------|----------------------------|-----------------|-----------------|-----|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 32.99             | 02/25/2003 <sup>(8)</sup>  | 02/25/2012      | Common<br>Stock | 81, |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.48             | 02/24/2004 <sup>(9)</sup>  | 02/24/2013      | Common<br>Stock | 81, |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 28.34             | 02/25/2004 <sup>(10)</sup> | 02/25/2014      | Common<br>Stock | 40, |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 33.4              | 02/17/2005 <sup>(11)</sup> | 02/17/2015      | Common<br>Stock | 40, |
| Phantom<br>Stock<br>Units                        | \$ 0 <sup>(12)</sup> | <sup>(13)</sup>            | <sup>(13)</sup> | Common<br>Stock | 3,6 |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| COLE DAVID D<br>100 CENTURYTEL DRIVE<br>MONROE, LA 71203 |               |           | Sr. VP - Operations Support |       |

## Signatures

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

08/05/2005

\_\_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) As of most recent statement available.
- (4) As of most recent statement available.
- (5)

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One-third of the Stock Options are exercisable immediately, one-third are exercisable on 2/24/98, and one-third are exercisable on 2/24/99.

- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (11) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.
- (12) Security converts on a 1-to-1 basis.
- (13) 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.

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