

SWEASY NEIL
Form 4
December 19, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SWEASY NEIL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CENTURYTEL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Controller

MONROE, LA 71203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/16/2005		M	119.8 A \$ 0	4,810.92	D	
Common Stock	12/16/2005		D ⁽¹⁾	119.8 D \$ 32.87	4,691.12	D	
Common Stock					4,167.43	I	By 401(k) ⁽²⁾
Common Stock					4,662.18	I	By ESOP ⁽³⁾
Common Stock					1,303.69	I	By Stock Bonus Plan ⁽⁴⁾

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(5)	12/16/2005		A	0.8	(6)	(6)	Common Stock	0.
Phantom Stock Units	(5)	12/16/2005		M	119.8	(6)	(6)	Common Stock	119.
Employee Stock Option (right to buy)	\$ 13.33					(7)	01/02/2007	Common Stock	2,2
Employee Stock Option (right to buy)	\$ 46.19					04/07/2000	04/07/2009	Common Stock	2,8
Employee Stock Option (right to buy)	\$ 34.63					02/21/2001(8)	02/21/2010	Common Stock	12,0
Employee Stock Option (right to buy)	\$ 28.03					05/21/2002(9)	05/21/2011	Common Stock	13,0
Employee Stock	\$ 32.99					02/25/2003(10)	02/25/2012	Common Stock	13,0

Option
(right to
buy)

Employee
Stock

Option \$ 27.48
(right to
buy)

02/24/2004⁽¹¹⁾ 02/24/2013

Common
Stock 13,0

Employee
Stock

Option \$ 28.34
(right to
buy)

02/25/2004⁽¹²⁾ 02/25/2014

Common
Stock 6,5

Employee
Stock

Option \$ 33.4
(right to
buy)

02/17/2005⁽¹³⁾ 02/17/2015

Common
Stock 6,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEASY NEIL 100 CENTURYTEL DRIVE MONROE, LA 71203			VP and Controller	

Signatures

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

12/19/2005

__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) Disposition of stock back to company in exchange for cash payment due to termination of plan.
- (2) As of most recent statement available
- (3) As of most recent statement available.
- (4) As of most recent statement available.
- (5) Security converts on a 1-to-1 basis.
- (6) 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.
- (7) Options were 50% exercisable on 01/02/99 and 50% exercisable on 01/02/2000.
- (8) 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.

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- (9) 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.
- (10) 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.
- (11) 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.
- (12) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (13) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.

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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