

CENTURYTEL INC
 Form 4/A
 February 08, 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 *
PUCKETT KAREN A

(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)
02/25/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
02/26/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/25/2004		A		22,000	A	\$ 0
Common Stock					200	I	As Custodian For Child
Common Stock					347.86	I	By 401(k) (1)
Common Stock					331.27	I	By ESOP (2)
Common Stock					7.27	I	By Stock Bonus Plan

(3)

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. 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
Employee Stock Option (right to buy)	\$ 28.34	02/25/2004		A	75,000	02/25/2004 ⁽⁴⁾	02/25/2014 ⁽⁵⁾	Common Stock	75,000
Employee Stock Option (right to buy)	\$ 29.19					⁽⁶⁾	07/25/2010	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 28.03					05/21/2002 ⁽⁷⁾	05/21/2011	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 32.99					02/25/2003 ⁽⁸⁾	02/25/2012	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 27.48					02/24/2004 ⁽⁹⁾	02/24/2013	Common Stock	15,000
Phantom Stock	\$ 0 ⁽¹⁰⁾					⁽¹¹⁾	⁽¹¹⁾	Common Stock	

