

CENTURYTEL INC  
Form 4  
February 18, 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 \*  
GOFF STACEY W

(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)  
02/17/2005

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, Gen. Counsel

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	02/17/2005		A		12,000	A	\$ 0
Common Stock					724.37	I	
Common Stock					824.04	I	
Common Stock					355.19	I	

By 401(k)  
By ESOP (1)  
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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(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
Employee Stock Option (right to buy)	\$ 33.4	02/17/2005		A	40,500	02/17/2005 <sup>(3)</sup> 02/17/2015	Common Stock 40,500
Employee Stock Option (right to buy)	\$ 34.63					02/21/2001 <sup>(4)</sup> 02/21/2010	Common Stock 9,400
Employee Stock Option (right to buy)	\$ 26.18					03/21/2002 03/21/2011	Common Stock 5,000
Employee Stock Option (right to buy)	\$ 28.03					05/21/2002 <sup>(5)</sup> 05/21/2011	Common Stock 8,000
Employee Stock Option (right to buy)	\$ 32.99					02/25/2003 <sup>(6)</sup> 02/25/2012	Common Stock 18,000
Employee Stock Option (right to buy)	\$ 26.95					03/14/2004 03/14/2013	Common Stock 29,000

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buy)

Employee  
Stock

Option \$ 34.2  
(right to  
buy)

08/26/2004 08/26/2013

Common  
Stock

50,0

Employee  
Stock

Option \$ 28.34  
(right to  
buy)

02/25/2004<sup>(7)</sup> 02/25/2014

Common  
Stock

40,5

Phantom  
Stock  
Units

\$ 0 <sup>(8)</sup>