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CENTURYTEL INC
Form 8-K
February 15, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

Date of Report
(Date of Earliest Event Reported)
February 14, 2005

Commission file number 1-7784

CENTURYTEL, INC.
(Exact name of Registrant as specified in its charter)

Louisiana
(State or other jurisdiction of
incorporation or organization)

72-0651161
(IRS Employer
Identification No.)

100 CenturyTel Drive, Monroe, Louisiana
(Address of principal executive offices)

71203
(Zip Code)

Registrant's telephone number, including area code - (318) 388-9000

Item 8.01 Other Events

On February 14, 2005, we completed our previously-announced public sale of \$350 million aggregate principal amount of 5% Senior Notes, Series M, due 2015. On February 15, 2005, we completed our previously-announced remarketing of approximately \$460 million aggregate principal amount of Senior Notes, Series J, due 2007, and, in connection therewith, we purchased approximately \$399 million of such Series J Notes. The net effect of these transactions reduced our total indebtedness by approximately \$49 million. For additional information, please see our press releases dated February 9, 2005 and February 11, 2005 and certain other related transaction documents listed below in Item 9.01 as exhibits.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

- 1.1 Underwriting Agreement, dated February 9, 2005, by and among us and the underwriters named therein, relating to the sale of our 5% Senior Notes, Series M, due 2015
- 1.2 Price Determination Agreement, dated February 9, 2005, by and among us and the underwriters named therein, relating to the sale of our 5% Senior Notes, Series M, due 2015
- 1.3 Remarketing Agreement, dated as of February 2, 2005, by and among us and the remarketing agents

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- named therein, relating to the remarketing of our Senior Notes, Series J, due 2007
- 1.4 Supplemental Remarketing Agreement, dated as of February 2, 2005, by and among us and the remarketing agents named therein, relating to the remarketing of our Senior Notes, Series J, due 2007
- 4.1 Third Supplemental Indenture, dated as of February 14, 2005, by and among us and Regions Bank, as trustee, establishing the terms of our 5% Senior Notes, Series M, due 2015
- 4.2 Form of our 5% Senior Notes, Series M, due 2015 (included in Exhibit 4.1 above)
- 99.1 Press Release dated February 9, 2005, relating to the sale of our 5% Senior Notes, Series M, due 2015
- 99.2 Press Release dated February 11, 2005, relating to the remarketing of our Senior Notes, Series J, due 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

CenturyTel, Inc.

By: /s/ Neil A. Sweasy

Neil A. Sweasy
Vice-President and Controller

Dated: February 15, 2005