#### Edgar Filing: CENTURYTEL INC - Form 4/A

CENTURY Form 4/A	FEL INC									
February 08	, 2005									
FORM	14		CECUE							PPROVAL
UNITED STATES SECON         Was         Check this box         if no longer       subject to         STATEMENT OF CHAN         Section 16.       Form 4 or         Form 5       Filed pursuant to Section 16         obligations       Section 17(a) of the Public Ut				RITIES AND EXCHANGE COMMISSIO shington, D.C. 20549				COMMISSION	OMB Number:	3235-0287
				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934, Utility Holding Company Act of 1935 or Sectio Investment Company Act of 1940					January 3 Expires: 200 Estimated average burden hours per response 0 n	
(Print or Type	Responses)									
PUCKETT KAREN A Symbol			r Name <b>and</b> Ticker or Trading JRYTEL INC [CTL]				5. Relationship of Reporting Person(s) to Issuer			
			f Earliest Transaction				(Check all applicable)			
100 CENTU	URYTEL DRIVE		(Month/D 02/25/20	-				Director X Officer (giv below) Pre		% Owner her (specify
	(Street)			ndment, Da nth/Day/Year 004	-			6. Individual or J Applicable Line) _X_ Form filed by Form filed by		Person
MONROE,	LA /1203							Person		oportung
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Ace	quired, Disposed o	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				SecuritiesFBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial
Common				Code V	Amount	(D)	Price			
Stock	02/25/2004			А	22,000	А	\$0	27,880.32	D	
Common Stock								200	I	As Custodian For Child
Common Stock								347.86	I	By 401(k)
Common Stock								331.27	I	By ESOP
Common Stock								7.27	I	By Stock Bonus Plan

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(3)

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.

## 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)	Code	5. Number orDerivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	e (A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Employee Stock Option (right to buy)	\$ 28.34	02/25/2004		A	75,000		02/25/2004 <u>(4)</u>	02/25/2014 <u>(5)</u>	Common Stock	7:
Employee Stock Option (right to buy)	\$ 29.19						<u>(6)</u>	07/25/2010	Common Stock	10
Employee Stock Option (right to buy)	\$ 28.03						05/21/2002 <u>(7)</u>	05/21/2011	Common Stock	12
Employee Stock Option (right to buy)	\$ 32.99						02/25/2003 <u>(8)</u>	02/25/2012	Common Stock	12
Employee Stock Option (right to buy)	\$ 27.48						02/24/2004 <u>(9)</u>	02/24/2013	Common Stock	15
Phantom Stock	\$ 0 <u>(10)</u>						(11)	(11)	Common Stock	

Units

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PUCKETT KAREN A 100 CENTURYTEL DRIVE MONROE, LA 71203			President & COO				
Signaturos							

### Signatures

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

\*\*Signature of Reporting Person

Date

02/08/2005

### **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 December 31, 2003, the most recent statement available.
- (3) As of December 31, 2003, the most recent statement available.
- (4) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (5) Amended to correct error in termination date.
- (6) One-third of the stock options are exercisable 7/25/01, one-third are exercisable 7/25/02, and remaining one-third are exercisable 7/25/03.
- (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) Security converts on a 1-to-1 basis.
- (11) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.