

CENTURYTEL INC
Form POS AM
September 20, 2004

As filed with the Securities and Exchange Commission on September 20, 2004.

Registration No. 333-100481

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CenturyTel, Inc.

(Exact name of registrant as specified in its charter)

Louisiana

(State or other jurisdiction of incorporation or
organization)

72-0651161

(I.R.S. Employer

Identification No.)

100 CenturyTel Drive

Monroe, Louisiana 71203

(318) 388-9000

(Address, including zip code, and telephone number,

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including area code, of registrant's principal executive offices)

Stacey W. Goff
Senior Vice President,
General Counsel and Secretary
CenturyTel, Inc.
100 CenturyTel Drive
Monroe, Louisiana 71203
(318) 388-9000
(Name, address, including zip code,
and telephone number, including
area code, of agent for service)

Copy to:

Kenneth J. Najder
Jones, Walker, Waechter, Poitevent, Carrère & Denègre,
L.L.P.
201 St. Charles Avenue, 51st Floor
New Orleans, Louisiana 70170-5100
(504) 582-8000

This Post-Effective Amendment No. 1 amends the Registration Statement on Form S-3 (Registration No. 333-100481) (the "Registration Statement") on which CenturyTel, Inc. (the "Registrant") registered \$165,000,000 of 4.75% Convertible Senior Debentures, Series K, due 2032 (the "Debentures") and shares of Common Stock (collectively with the Debentures, the "Securities") issuable upon conversion of the Debentures, to be offered and sold by certain selling securityholders of the Registrant described in the Registration Statement.

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The Registrant desires that the Registration Statement no longer be considered effective with respect to any unsold Securities, and, accordingly, this Post-Effective Amendment is being filed to deregister all unsold Securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, CenturyTel, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Louisiana, on September 15, 2004.

CENTURYTEL, INC.

By: /s/ Glen F. Post, III
Glen F. Post, III
Chairman of the Board of
Directors and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|-----------------------|
| /s/ Glen F. Post, III Glen F. Post, III | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) | September 15, 2004 |
| * R. Stewart Ewing, Jr. | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | September 15, 2004 |
| * Neil A. Sweasy | Vice President and Controller (Principal Accounting Officer) | September 15, 2004 |
| * Harvey P. Perry | Director | September 15, 2004 |
| Jim D. Reppond | Director | |
| * | Director | September 15, 2004 |

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William R. Boles, Jr.

*

Director

September
15, 2004

Calvin Czeschin

*

Director

September
15, 2004

James B. Gardner

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*

Director

September
15, 2004

W. Bruce Hanks

*

Director

September
15, 2004

R. L. Hargrove, Jr.

*

Director

September
15, 2004

Johnny Hebert

*

Director

September
15, 2004

C. G. Melville, Jr.

Director

Joseph R. Zimmer

Director

Virginia Boulet

Director

Fred R. Nichols

*By:

/s/ Glen F. Post, III
Glen F. Post, III

Attorney-in-Fact

