POST GLEN F III Form 4

December 19, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * POST GLEN F III

(First)

100 CENTURYTEL DRIVE

(Middle)

2. Issuer Name and Ticker or Trading Symbol

CENTURYTEL INC [CTL]

(Month/Day/Year)

3. Date of Earliest Transaction

12/16/2005

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) Chairman and CEO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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response...

Estimated average

burden hours per

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

MONROE, LA 71203

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securitie order Disposed (Instr. 3, 4 a	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2005		M	18,234.8	A	\$ 0	218,145.44	D	
Common Stock	12/16/2005		D <u>(1)</u>	18,234.8	D	\$ 32.87	199,910.64	D	
Common Stock							6,740.9	I	By 401(k)
Common Stock							19,829.51	I	By ESOP
Common Stock							5,788.67	I	By PAYSOP

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Common			By Stock
	49,781.93	I	Bonus
Stock			Plan (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(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. Transactio Code (Instr. 8)	Acquired Disposed	ve Securities d (A) or	6. Date Exercisable Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	<u>(6)</u>	12/16/2005		A	129.2	(2)	<u>(7)</u>	<u>(7)</u>	Common Stock
Phantom Stock Units	<u>(6)</u>	12/16/2005		M		18,234.8	<u>(7)</u>	<u>(7)</u>	Common Stock
Employee Stock Option (right to buy)	\$ 13.5						02/24/1997 <u>(8)</u>	02/24/2007	Common Stock
Employee Stock Option (right to buy)	\$ 34.63						02/21/2001(9)	02/21/2010	Common Stock
Employee Stock Option (right to buy)	\$ 28.03						05/21/2002(10)	05/21/2011	Common Stock
Employee Stock Option (right to buy)	\$ 32.99						02/25/2003(11)	02/25/2012	Common Stock

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Employee Stock Option (right to buy)	\$ 27.48	02/24/2004(12)	02/24/2013	Common Stock
Employee Stock Option (right to buy)	\$ 28.34	02/25/2004(13)	02/25/2014	Common Stock
Employee Stock Option (right to buy)	\$ 33.4	02/17/2005(14)	02/17/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
POST GLEN F III 100 CENTURYTEL DRIVE MONROE, LA 71203	X		Chairman and CEO				

Signatures

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

**Signature of Reporting Person Date

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) Disposition of stock back to company in exchange for cash payment due to termination of plan.
- (2) As of most recent statement available
- (3) As of most recent statement available.
- (4) As of most recent statement available.
- (5) As of most recent statement available.
- (6) Security converts on a 1-to-1 basis.
- (7) 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.
- One-third of the Stock Options are exercisable immediately, one-third are exercisble on 2/24/98, and one-third are exercisable on 2/24/99.
- (9) One-third of the Stock Options are exercisable 2/21/2001, one-third are exercisable on 2/21/2002, and one-third are exercisable on 2/21/2003.
- (10) 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.

Reporting Owners 3

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- (11) 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.
- (12) 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.
- (13) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (14) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.

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.