GOFF STACEY W Form 4

December 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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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

obligations may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOFF STACEY W			2. Issuer Name and Ticker or Trading Symbol CENTURYTEL INC [CTL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chook an approacto)		
100 CENTURYTEL DRIVE		Æ	(Month/Day/Year) 12/16/2005	Director 10% Owner Selfow		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MONROE, LA 71203			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

							i cison		
(City)	(State)	(Zip) Tabl	le I - Non-D	Perivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	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)	
Common Stock	12/16/2005		M	373.8	A	\$ 0	24,373.8	D	
Common Stock	12/16/2005		D <u>(1)</u>	373.8	D	\$ 32.87	24,000	D	
Common Stock							803.04	I	By 401(k)
Common Stock							1,147.94	I	By ESOP
Common Stock							365.48	I	By Stock Bonus Plan (4)

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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. Transacti Code (Instr. 8)	orDeriv Secur Acqu	rities ired (A) sposed) . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Phantom Stock Units	<u>(5)</u>	12/16/2005		A	2.6		<u>(6)</u>	<u>(6)</u>	Common Stock	2.
Phantom Stock Units	<u>(5)</u>	12/16/2005		M		373.8	<u>(6)</u>	<u>(6)</u>	Common Stock	373
Employee Stock Option (right to buy)	\$ 34.63						02/21/2001(7)	02/21/2010	Common Stock	9,4
Employee Stock Option (right to buy)	\$ 32.99						02/25/2003(8)	02/25/2012	Common Stock	18,0
Employee Stock Option (right to buy)	\$ 26.95						03/14/2004	03/14/2013	Common Stock	9,6
Employee Stock Option (right to buy)	\$ 34.2						08/26/2004	08/26/2013	Common Stock	50,0
Employee Stock	\$ 28.34						02/25/2004(9)	02/25/2014	Common Stock	13,4

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Option

(right to

buy)

Employee

Stock

Option \$ 33.4

02/17/2005(10) 02/17/2015

Common Stock 40

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOFF STACEY W

100 CENTURYTEL DRIVE Sr. VP, Gen. Counsel

MONROE, LA 71203

Signatures

By: Kay 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) Security converts on a 1-to-1 basis.
- (6) 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 2/21/2001, one-third are exercisable on 2/21/2002, and one-third are exercisable on 2/21/2003.
- (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 options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (10) 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.

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