

CENTURYTEL INC  
Form S-8 POS  
April 30, 2003

As filed with the Securities and Exchange Commission on April 30, 2003. Registration No. 33-46473

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

**Post-Effective Amendment No. 2 to**

**FORM S-8 and FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

CenturyTel, INC.

*(Exact name of registrant as specified in its charter)*

Louisiana

72-0651161

*(State or other jurisdiction of incorporation or organization)*

*(I.R.S. Employer Identification No.)*

100 CenturyTel Drive, Monroe, Louisiana 71203, (318) 388-9500

*(Address, including zip code, of Principal Executive Offices)*

CenturyTel, Inc. 1990 Incentive Compensation Program

*(Full title of the plan)*

Harvey P. Perry, Esq.

Executive Vice President, Chief Administrative Officer,  
General Counsel and Secretary

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CenturyTel, Inc.  
100 CenturyTel Drive

Monroe, Louisiana 71203  
(318) 388-9500

*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

Copy to:

**Margaret F. Murphy**  
**Jones, Walker, Waechter, Poitevent, Carrere & Denegre, L.L.P.**  
**201 St. Charles Avenue**  
**New Orleans, Louisiana 70170-5100**

DEREGISTRATION

In accordance with the undertakings contained in Part II of this Registration Statement No. 33-46473, the Registrant hereby files this Post-Effective Amendment No. 2 to remove from registration all of the securities registered under this Registration Statement (consisting of shares of common stock and preferred stock purchase rights) that remain unsold on the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and Form S-3 and has duly caused this Post-Effective Amendment No. 2 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 April 30, 2003.

CenturyTel, INC.

By:

/s/ Harvey P. Perry

Harvey P. Perry

Executive Vice President,  
Chief Administrative Officer and General  
Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 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>
* Glen F. Post, III	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 30, 2003
* R. Stewart Ewing, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 30, 2003
/s/ Neil A. Sweasy Neil A. Sweasy	Vice President and Controller (Principal Accounting Officer)	April 30, 2003
William B. Boles, Jr.	Director	
Virginia Boulet	Director	
Calvin Czeschin	Director	
* James B. Gardner	Director	April 30, 2003
W. Bruce Hanks	Director	
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* R. L. Hargrove, Jr.	Director	April 30, 2003
* Johnny Hebert	Director	April 30, 2003

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* C. G. Melville, Jr.	Director	April 30, 2003
/s/ Harvey P. Perry Harvey P. Perry	Director	April 30, 2003
* Jim D. Repond	Director	April 30, 2003
* F. Earl Hogan	Director	April 30, 2003
Joseph R. Zimmer	Director	

\* By:                   /s/Harvey P. Perry  
                              Harvey P. Perry  
                              Attorney-in-Fact

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