

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| EWING R STEWART JR | | CENTURYTEL INC [CTL] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Ex. VP & CFO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 100 CENTURYTEL DRIVE | | 8/23/2005 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| MONROE, LA 71203 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 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) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 8/23/2005 | | M | | 59616 | A | \$13.50 | 124545.48 | D | |
| Common Stock | 8/23/2005 | | S | | 59616 | D | \$35.70 | 64929.48 | D | |
| Common Stock | | | | | | | | 1058.85 | I | By 401(k) (1) |
| Common Stock | | | | | | | | 16503.98 | I | By ESOP (2) |
| Common Stock | | | | | | | | 3570.26 | I | By PAYSOP (3) |
| Common Stock | | | | | | | | 16623.40 | I | By Stock Bonus Plan (4) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|---|-------|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$13.50 | 8/23/2005 | | M | | | 59616 | 2/24/1997 (5) | 2/24/2007 | Common Stock | 59616.00 | \$0 | 0.00 | D | |
| Employee Stock Option (right to buy) | \$34.63 | | | | | | | 2/21/2001 (6) | 2/21/2010 | Common Stock | 85000.00 | | 85000.00 | D | |
| Employee Stock Option (right to buy) | \$28.03 | | | | | | | 5/21/2002 (7) | 5/21/2011 | Common Stock | 81000.00 | | 81000.00 | D | |
| Employee Stock Option (right to buy) | \$32.99 | | | | | | | 2/25/2003 (8) | 2/25/2012 | Common Stock | 81000.00 | | 81000.00 | D | |
| Employee Stock Option (right to buy) | \$27.48 | | | | | | | 2/24/2004 (9) | 2/24/2013 | Common Stock | 81000.00 | | 81000.00 | D | |
| Employee Stock Option (right to buy) | \$28.34 | | | | | | | 2/25/2004 | 2/25/2014 | Common Stock | 62500.00 | | 62500.00 | D | |
| Employee Stock Option (right to buy) | \$33.40 | | | | | | | 2/17/2005 (10) | 2/17/2015 | Common Stock | 62500.00 | | 62500.00 | D | |
| Phantom Stock Units | \$0.00 (11) | | | | | | | (12) | (12) | Common Stock | 6983.60 | | 6983.60 | D | |

Explanation of Responses:

- (1) As of most recent statement available
- (2) As of most recent statement available.
- (3) As of most recent statement available.
- (4) As of most recent statement available.
- (5) One-third of the Stock Options are exercisable immediately, one-third are exercisable on 2/24/98, and one-third are exercisable on 2/24/99.
- (6) 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.
- (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) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.
- (11) Security converts on a 1-to-1 basis.
- (12) 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EWING R STEWART JR 100 CENTURYTEL DRIVE MONROE, LA 71203 | | | Ex. VP & CFO | |

Signatures**By: Kay C. Buchart, Attorney-In-Fact****8/25/2005**

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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