

# FORM 4

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

OMB APPROVAL  
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### 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 * <b>Huber Dennis G</b> (Last) (First) (Middle) <b>100 CENTURYTEL DRIVE</b> (Street) <b>MONROE, LA 71203</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CENTURYTEL INC [ CTL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Ex. VP - Network &amp; Info. Tech.</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>7/1/2009</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  ____ <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**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	7/1/2009		A		32876 (1)	A	\$0	32876	D	

**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
NQ Stock Option	\$66.71	7/1/2009		A		4422		(2)	1/3/2010	Common Stock	4422	\$0	4422	D	
NQ Stock Option	\$66.71	7/1/2009		A		3316		(2)	1/24/2010	Common Stock	3316	\$0	3316	D	
NQ Stock Option	\$66.71	7/1/2009		A		585		(2)	2/8/2010	Common Stock	585	\$0	585	D	
NQ Stock Option	\$66.71	7/1/2009		A		1363		(2)	8/7/2010	Common Stock	1363	\$0	1363	D	
NQ Stock Option	\$66.71	7/1/2009		A		24097		(2)	5/11/2011	Common Stock	24097	\$0	24097	D	
NQ Stock Option	\$36.29	7/1/2009		A		13361	(2)	(2)	2/8/2015	Common Stock	13361	\$0	13361	D	
NQ Stock Option	\$32.9	7/1/2009		A		26416		(2)	2/7/2016	Common Stock	26416	\$0	26416	D	
NQ Stock Option	\$41.19	7/1/2009		A		20754		(3)	2/22/2017	Common Stock	20754	\$0	20754	D	
NQ Stock Option	\$3062	7/1/2009		A		32507		(4)	3/2/2018	Common Stock	32507	\$0	32507	D	
Restricted Stock Units	\$0	7/1/2009		A		25502		(5)	(5)	Common Stock	25502	\$0	25502	D	
Restricted Stock Units	\$0	7/1/2009		A		18291		(6)	(6)	Common Stock	18291	\$0	43793	D	
Restricted Stock Units	\$0	7/1/2009		A		11625		(6)	(6)	Common Stock	11625	\$0	55418	D	

#### Explanation of Responses:

- (1) The value of each share of CenturyTel common stock at the close of business on June 30, 2009 was \$30.70.
- (2) These shares are fully vested.
- (3) Option provides for vesting in 3 equal annual installments beginning February 22, 2008.
- (4) Option provides for vesting in 3 equal annual installments beginning March 2, 2009.
- (5) These restricted stock units vest and underlying shares will be delivered to reporting person in 3 equal annual installments beginning on February 27, 2010.
- (6) These restricted stock units vest and underlying shares will be delivered to reporting person in 2 equal annual installments beginning on February 22, 2009.

**Remarks:**

Each share of Embarq common stock was exchanged for 1.37 shares of CenturyTel, Inc. common stock on July 1, 2009 pursuant to the merger

agreement. Any fractional share was paid in cash. The value of each share of CenturyTel common stock at the close of business on June 30, 2009 was \$30.70.

Pursuant to the merger agreement, the number of shares of CenturyTel common stock underlying each new stock option award was determined by multiplying

the number of shares of Embarq common stock underlying each stock option by the Exchange Ratio (1.37), rounded down to the nearest whole share, at a per

share exercise price determined by dividing the per share exercise price of each Embarq stock option by the Exchange Ratio (1.37), rounded up to the nearest

whole cent. The number of shares underlying each CenturyTel restricted stock unit award (?RSU?) was determined by multiplying the number of shares of

Embarq common stock underlying each RSU by the Exchange Ratio (1.37), rounded up to the nearest whole share.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Huber Dennis G</b> <b>100 CENTURYTEL DRIVE</b> <b>MONROE, LA 71203</b>			<b>Ex. VP - Network &amp; Info. Tech.</b>	

**Signatures****Kay C. Buchart, Attorney-In-Fact****7/6/2009**

\*\*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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