

# FORM 4

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

## 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 <sup>*</sup> <b>GOFF STACEY W</b> (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <b>CENTURYTEL INC [ CTL ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr. VP, Gen. Counsel</b>	
3. Date of Earliest Transaction (MM/DD/YYYY) <b>6/9/2004</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
4. If Amendment, Date Original Filed (MM/DD/YYYY)					
100 CENTURYTEL DRIVE (Street)		MONROE, LA 71203 (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								12000.00	D	
Common Stock								672.43	I	By 401(k)
Common Stock								824.04	I	By ESOP (1)
Common Stock								355.19	I	By Stock Bonus Plan (2)

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$34.20						8/26/2004	8/26/2013	Common Stock	50000.00		50000.00	D	
Phantom Stock Units	\$0.00 (3)	6/9/2004		A		90.2	(4)	(4)	Common Stock	90.20	\$0	100.00	D	
Employee Stock Option (right to buy)	\$28.34						2/25/2004 (5)	2/25/2004	Common Stock	40500.00		40500.00	D	
Employee Stock Option (right to buy)	\$34.63						2/21/2001 (6)	2/21/2010	Common Stock	9400.00		9400.00	D	
Employee Stock Option (right to buy)	\$26.18						3/21/2002	3/21/2011	Common Stock	5000.00		5000.00	D	
Employee Stock Option (right to buy)	\$28.03						5/21/2002 (7)	5/21/2011	Common Stock	8000.00		8000.00	D	
Employee Stock Option (right to buy)	\$32.99						2/25/2003 (8)	2/25/2012	Common Stock	18000.00		18000.00	D	
Employee Stock Option (right to buy)	\$26.95						3/14/2004	3/14/2013	Common Stock	29000.00		29000.00	D	

#### Explanation of Responses:

- (1) As of December 31, 2003, the most recent statement available.  
(2) As of December 31, 2003, the most recent statement available.

- (3) Security converts on a 1-to-1 basis.
- (4) 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.
- (5) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GOFF STACEY W</b> <b>100 CENTURYTEL DRIVE</b> <b>MONROE, LA 71203</b>			<b>Sr. VP, Gen. Counsel</b>	

#### Signatures

**By: Kay Buchart, Attorney-In-Fact**

**6/9/2004**

**\*\***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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