

FORM 4

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

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Form 5 obligations may
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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
COLE DAVID D		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) Sr.VP-Operations Support	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
100 CENTURYLINK DRIVE		9/16/2010			
(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	9/16/2010		S (1)		8994.0000	D	\$38.0000	131883.6561	D	
Common Stock	9/17/2010		M		27001.0000	A	\$28.3400	158884.6561	D	
Common Stock	9/17/2010		M		20500.0000	A	\$0	179384.6561	D	
Common Stock	9/17/2010		S (1)		20500.0000	D	\$39.0004	158884.6561	D	
Common Stock	9/17/2010		S (1)		27001.0000	D	\$38.6156	131883.6561	D	
Common Stock	9/20/2010		M		60500.0000	A	\$0	192383.6561	D	
Common Stock	9/20/2010		S (1)		60500.0000	D	\$39.0000	131883.6561	D	
Common Stock								5667.5200	I	By 401(k)
Common Stock								12051.7486	I	By ESOP
Common Stock								1816.2623	I	By ESOP Spouse
Common Stock								2141.9424	I	By PAYSOP
Common Stock								767.8045	I	By PAYSOP Spouse
Common Stock								11190.9058	I	By Stock Bonus Plan
Common Stock								3234.1739	I	By Stock Bonus Plan Spouse

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)	\$32.9900	9/17/2010		M (2)		20500.0000	2/25/2003	2/25/2012	Common Stock	20500.0000	\$32.9900	60500.0000	D	
Employee Stock Option (right to buy)	\$28.3400	9/17/2010		M (2)		27001.0000	2/25/2004	2/25/2014	Common Stock	27001.0000	\$28.3400	0.0000	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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$32.9900	9/20/2010		M (2)			60500.0000	2/25/2003	2/25/2012	Common Stock	60500.0000	\$32.9900	0.0000	D	

Explanation of Responses:

- (1) Sold pursuant to 10b5-1 plan.
- (2) Exercised pursuant to a 10b5-1 trading plan.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE DAVID D 100 CENTURLINK DRIVE MONROE, LA 71203			Sr.VP-Operations Support	

Signatures

Kay C. Buchart, Attorney-In-Fact

**

Signature of Reporting Person

9/20/2010

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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