

CENTURYTEL INC

FORM S-4/A

(Securities Registration: Business Combination)

Filed 5/31/1994

Address	P O BOX 4065 100 CENTURYTEL DR MONROE, Louisiana 71203
Telephone	318-388-9000
CIK	0000018926
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

Registration No. 33-50791

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1
to

FORM S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Century Telephone Enterprises, Inc.

(Exact name of Registrant as specified in its charter)

Louisiana	4813	72-0651161
(State or other	(Primary Standard Industrial	(I.R.S. Employer
jurisdiction of incorporation	Classification Code Number)	Identification Number)
or organization)		

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

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

Copy to:	HARVEY P. PERRY, ESQ.	Copy to:
KENNETH J. NAJDER, ESQ.	Senior Vice President, General Counsel	WILLIAM S. CLARKE, ESQ.
Jones, Walker, Waechter,	and Secretary	William Clarke, P.A.
Poitevent, Carrere & Denegre, L.L.P.	Century Telephone Enterprises, Inc.	5 Independence Way
201 St. Charles Avenue, 51st Floor	100 Century Park Drive	Princeton, New Jersey 08540
New Orleans, Louisiana 70170-5100	Monroe, Louisiana 71203	(609) 520-0111
(504) 582-8000	(318) 388-9500	
	(Name, address, including zip code, and telephone number, including area code, of agent for service)	

If any of the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box. []

This Post-Effective amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933 or until such date as the Commission, acting pursuant to Section 8(c), may determine.

CENTURY TELEPHONE ENTERPRISES, INC.

Of the 1,950,000 shares of common stock and accompanying preferred stock purchase rights of Century Telephone Enterprises, Inc. ("Century") registered under this Registration Statement in connection with the merger of Celutel, Inc. with a wholly-owned subsidiary of Century (the "Merger"), Century expects that only 1,902,342 such shares and accompanying rights will actually be issued in connection with the consummation of the Merger on February 10, 1994 (although the exact number ultimately to be issued cannot be calculated until all the former Celutel stockholders transmit their certificates formerly representing shares of stock of Celutel, Inc. and Century's exchange agent determines how the cash settlement of fractional shares affects such calculation). Accordingly, Century hereby removes from registration hereunder all shares of Century common stock and accompanying preferred stock purchase rights not issuable in connection with the Merger (which number of shares is estimated at 47,658).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 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 May 31, 1994.

CENTURY TELEPHON ENTERPRISES, INC.

By: /s/ Harvey P. Perry
Harvey P. Perry
Senior Vice President, Secretary,
General Counsel and Director

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Clarke M. Williams	Chairman of the Board of Directors	May 31, 1994
* Glen F. Post, III	President, Chief Executive Officer and Vice Chairman of the Board of Directors	May 31, 1994
* R. Stewart Ewing, Jr.	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 31, 1994
* Murray H. Greer	Controller (Principal Accounting Officer)	May 31, 1994
* W. Bruce Hanks	President-Telecommunications Services and Director	May 31, 1994
/s/ Harvey P. Perry Harvey P. Perry	Senior Vice President, Secretary, General Counsel and Director	May 31, 1994
* Jim D. Reppond	President-Telephone Group and Director	May 31, 1994
* William R. Boles, Jr.	Director	May 31, 1994
* Ernest Butler, Jr.	Director	May 31, 1994
* Calvin Czeschin	Director	May 31, 1994
* James B. Gardner	Director	May 31, 1994
* R. L. Hargrove, Jr.	Director	May 31, 1994
* Johnny Hebert	Director	May 31, 1994
* F. Earl Hogan	Director	May 31, 1994

*
Tom S. Lovett

Director

May 31, 1994

*
C. G. Melville

Director

May 31, 1994

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

End of Filing

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