

CENTURYTEL INC

FORM 8-A12B/A

(Amended Securities Registration (section 12(b)))

Filed 12/2/1996

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

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

AMENDMENT NO. 2

To Registration Statement on Form 8-A
filed November 28, 1986, as amended on December 23, 1988,
relating to
Preferred Stock Purchase Rights

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) or (g) OF THE SECURITIES EXCHANGE ACT OF 1934

CENTURY TELEPHONE ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Louisiana
(State of incorporation)
or organization)

72-0651161
(I.R.S. Employer
Identification Number)

100 Century Park Drive, Monroe, Louisiana 71203
(Address of principal executive offices) (Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange
so registered on which each class is registered

Series AA Junior Participating Preferred New York Stock Exchange
Stock Purchase Rights

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box. []

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. []

Securities to be registered pursuant to Section 12(g) of the Act:

None

The undersigned registrant hereby amends the following items and exhibits or other portions of its Registration Statement on Form 8-A as follows:

1. Item 1 is hereby amended to read in its entirety as follows:

The preferred stock purchase rights (the "Former Rights") of Century Telephone Enterprises, Inc. (the "Company") registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to the Company's Registration Statement on Form 8-A filed November 28, 1986, as amended on December 23, 1988 (the "Registration Statement"), expired on November 27, 1996. Accordingly, the Company hereby removes all of the Former Rights from registration under the Registration Statement. Successor rights were registered under the Exchange Act pursuant to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 30, 1996.

2. Item 2 is hereby deleted.

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to its registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CENTURY TELEPHONE ENTERPRISES, INC.

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

Dated: December 2, 1996

End of Filing

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