

# CENTURYTEL INC

## FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 5/12/2005

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

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1 to

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**CenturyTel, Inc.**

*(Exact name of registrant as specified in its charter)*

**Louisiana**

*(State or other jurisdiction  
of incorporation or organization)*

**72-0651161**

*(I.R.S. Employer  
Identification No.)*

**100 CenturyTel Drive  
Monroe, Louisiana 71203**

*(Address, including zip code, of  
Principal Executive Offices)*

**CenturyTel, Inc. 2002 Directors Stock Option Plan  
CenturyTel, Inc. 2002 Management Incentive Compensation Plan**  
*(Full title of the plans)*

**Stacey W. Goff**

**Senior Vice President, General Counsel and Secretary**

**CenturyTel, Inc.**

**100 CenturyTel Drive  
Monroe, Louisiana 71203  
(318) 388-9500**

*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

Copy to:

**Margaret F. Murphy**

**Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P.  
201 St. Charles Avenue  
New Orleans, Louisiana 70170-5100**

**DEREGISTRATION**

In accordance with the undertakings contained in Part II of this Registration Statement No. 333-89060, the Registrant hereby files this Post-Effective Amendment No. 1 to remove from registration all of the securities registered under this Registration Statement (consisting of shares of common stock and preference share purchase rights) that remain unsold on the date hereof.

The Registrant hereby removes from registration 216,333 shares of common stock and related preference share purchase rights issuable under the 2002 Directors Stock Option Plan and 598,869 shares of common stock and related preference share purchase rights issuable under the 2002 Management Incentive Compensation Plan.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and 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 12, 2005.

C ENTURYTEL, I NC.

By: /s/ R. Stewart Ewing, Jr.  
R. Stewart Ewing, Jr.  
Executive Vice President and  
Chief Financial Officer

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Glen F. Post, III	Chairman of the Board and Chief Executive Officer	May 12, 2005
/s/ R. Stewart Ewing, Jr. _____ R. Stewart Ewing, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 12, 2005
* _____ Neil A. Sweasy	Vice President and Controller (Principal Accounting Officer)	May 12, 2005
* _____ William R. Boles, Jr.	Director	May 12, 2005
* _____ Virginia Boulet	Director	May 12, 2005
* _____ Calvin Czeschin	Director	May 12, 2005
* _____ James B. Gardner	Director	May 12, 2005
* _____ W. Bruce Hanks	Director	May 12, 2005
* _____ C. G. Melville, Jr.	Director	May 12, 2005
* _____ Gregory J. McCray	Director	May 12, 2005

<hr/> Fred Nichols	Director	May 12, 2005
*		
<hr/> Harvey P. Perry	Director	May 12, 2005
*		
<hr/> Jim D. Reppond	Director	May 12, 2005
<hr/> Joseph R. Zimmel	Director	May 12, 2005

\*By:           /s/ R. Stewart Ewing, Jr.            
          R. Stewart Ewing, Jr.  
          Attorney-in-Fact

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**End of Filing**

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