

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 28, 2009

CenturyTel, Inc .
(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction
of incorporation)

1-7784
(Commission
File Number)

72-0651161
(IRS Employer
Identification No.)

100 CenturyTel Drive
Monroe, Louisiana
(Address of principal executive offices)

71203
(Zip Code)

(318) 388-9000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- [] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

Item 8.01. Other Events.

On September 28, 2009, CenturyTel, Inc. and its wholly-owned subsidiary, Embarq Corporation, announced the early tender results of their previously announced debt tender offers commenced on September 14, 2009. See the attached press release included as Exhibit 99.1 for additional information.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release announcing early tender results of debt tender offers.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

CENTURYTEL, INC .

By: /s/ Neil A. Sweasy
Neil A. Sweasy
Vice President and Controller

Dated: September 28, 2009

News Release


FOR IMMEDIATE RELEASE:

September 28, 2009

FOR MORE INFORMATION CONTACT:

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CenturyLink announces early tender results of debt tender offers

MONROE, La. . . . CenturyLink (CenturyTel, Inc., NYSE: CTL) and its wholly-owned subsidiary, Embarq Corporation (“Embarq” and, together with CenturyLink, the “Companies”), announced today the early tender results of their previously announced debt tender offers commenced on September 14, 2009 (each, an “Offer” and collectively, the “Offers”).

As of 5:00 p.m., New York City time, on Friday, September 25, 2009 (the “Early Tender Date”), in the related Offer to purchase for cash up to \$600 million aggregate principal amount of Embarq’s outstanding 6.738% Notes due June 1, 2013 and CenturyLink’s outstanding 5.5% Senior Notes, Series O, due April 1, 2013, the Companies received valid tenders from holders of each series of those notes as set forth in the table below:

<u>Original Issuer</u>	<u>CUSIP Number</u>	<u>Title of Security</u>	<u>Principal Amount Outstanding</u>	<u>Acceptance Priority Level</u>	<u>Principal Amount Tendered as of Early Tender Date</u>
Embarq Corporation	29078EAC9	6.738% Notes due June 1, 2013	\$1,000,000,000	1	\$471,364,000
CenturyTel, Inc.	156700AK2	5.5% Senior Notes, Series O, due April 1, 2013	\$250,000,000	2	\$74,335,000

As of 5:00 p.m., New York City time, on the Early Tender Date, in the related Offer to purchase for cash up to \$200 million aggregate principal amount of CenturyLink’s outstanding 7.875% Senior Notes, Series L, due August 15, 2012 and its outstanding 8.375% Senior Notes, Series H, due October 15, 2010, CenturyLink received valid tenders from holders of each series of those notes as set forth in the table below:

<u>Original Issuer</u>	<u>CUSIP Number</u>	<u>Title of Security</u>	<u>Principal Amount Outstanding</u>	<u>Acceptance Priority Level</u>	<u>Principal Amount Tendered as of Early Tender Date</u>
CenturyTel, Inc.	156700AG1	7.875% Senior Notes, Series L, due August 15, 2012	\$500,000,000	1	\$182,470,000
CenturyTel, Inc.	156700AA4	8.375% Senior Notes, Series H, due October 15, 2010	\$500,000,000	2	\$131,310,000

The aggregate principal amounts of the 6.738% Notes due 2013, the 5.5% Senior Notes, Series O, due 2013, the 7.875% Senior Notes, Series L, due 2012 and the 8.375% Senior Notes, Series H, due 2010 validly tendered and not validly withdrawn in the Offers as of the Early Tender Date represent approximately 47%, 30%, 36% and 26% of the respective outstanding principal amount of those notes.

The amounts of each series of Notes that are purchased in an Offer will be determined in accordance with the priorities applicable to that Offer identified in the column “Acceptance Priority Level” in the tables above. The amounts of each series of notes that are purchased may be prorated as set forth in the Joint Offer to Purchase dated September 14, 2009 relating to the Offers (the “Joint Offer to Purchase”).

If there are sufficient funds to purchase only a portion of the notes of a series subject to a particular Offer, the amount of notes purchased of that series will be prorated based on the aggregate principal amount of notes of that series validly tendered and not validly withdrawn in that Offer. If CenturyLink or Embarq uses the full applicable maximum aggregate principal amount for an Offer to purchase a series of notes with a higher acceptance priority level, notes of the other series with the lower acceptance priority level will not be accepted for

purchase. CenturyLink expects that its 8.375% Senior Notes, Series H, due 2010 validly tendered and not validly withdrawn in the related Offer will be prorated as described above because the combined aggregate principal amount of its 7.875% Senior Notes, Series L, due 2012 and its 8.375% Senior Notes, Series H, due 2010 validly tendered and not validly withdrawn as of the Early Tender Date exceeded the maximum aggregate principal amount applicable to that Offer. CenturyLink expects to promptly return to holders tendered 8.375% Senior Notes, Series H, due 2010 that won't be accepted by it due to the proration described in the prior sentence.

Holders of notes that have been validly tendered and not validly withdrawn on or before the Early Tender Date and accepted for purchase will receive the Full Tender Offer Consideration specified in the Joint Offer to Purchase. Holders of notes that are validly tendered after 5:00 p.m., New York City time, on the Early Tender Date but before 12:00 midnight, New York City time, on October 9, 2009 (the "Expiration Date") and accepted for purchase will receive the Full Tender Offer Consideration minus an amount in cash equal to \$30.00 for each \$1,000 principal amount of notes. Previously tendered notes may no longer be withdrawn unless required by law.

The Offers are scheduled to expire at 12:00 midnight, New York City time, on the Expiration Date, unless extended or earlier terminated. The Offers are not subject to the receipt of any minimum amount of notes tendered and CenturyLink and Embarq may increase or decrease the amount of notes subject to the Offers. The completion of the Offers is subject to the satisfaction or waiver of certain conditions set forth in the Joint Offer to Purchase.

BofA Merrill Lynch, Barclays Capital Inc., J.P. Morgan Securities Inc. and Wells Fargo Securities, LLC are the lead dealer-managers for the Offers.

This press release is neither an offer to purchase, nor a solicitation of an offer to sell, any securities. CenturyLink and Embarq are making the Offers only by, and pursuant to the terms and conditions of, the Joint Offer to Purchase. The complete terms and conditions of the Offers are set forth in the Joint Offer to Purchase and related letter of transmittal that is being furnished to holders of notes. Holders are urged to read the Joint Offer to Purchase and related tender offer documents carefully. Copies of these documents may be obtained from the Information Agent for the Offers, Global Bondholder Services Corporation, at 866-470-3900 (US toll-free) and 212-430-3774 (collect).

About CenturyLink

CenturyLink is a leading provider of high-quality voice, broadband and video services over its advanced communications networks to consumers and businesses in 33 states. CenturyLink, headquartered in Monroe, La., is an S&P 500 Company and expects to be listed in the Fortune 500 list of America's largest corporations. For more information on CenturyLink, visit <http://www.centurylink.com>.

Forward Looking Statements

This press release includes certain forward-looking statements, estimates and projections that are based on current expectations only, and are subject to a number of risks, uncertainties and assumptions, many of which are beyond the control of CenturyLink. Actual events and results may differ materially from those anticipated, estimated or projected if one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect. Factors that could affect actual results include, but are not limited to, corporate developments that could preclude, impair or delay the above-described transactions due to restrictions under the federal securities laws; changes in the terms of our credits facilities or ratings; changes in the CenturyLink's cash requirements or financial position; changes in general market, economic, tax, regulatory or industry conditions that impact the ability or willingness of CenturyLink to consummate the above-described transactions on the terms described above or at all; the CenturyLink's continued access to credit markets on favorable terms; and other risks referenced from time to time in the CenturyLink's filings with the Securities and Exchange Commission. There can be no assurances that the above-described transactions will be consummated on the terms described above or at all. You should be aware that new factors may emerge from time to time and it is not possible for CenturyLink to identify all such factors, nor can CenturyLink predict the impact of each such factor on its plans, or the extent to which any one or more factors may cause actual results to differ from those reflected in any forward-looking statements. You are further cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. CenturyLink undertakes no obligation to update any of its forward-looking statements for any reason.