

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

Post-Effective Amendment No. 2 to

**FORM S-8 and FORM S-3
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, (318) 388-9500

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

CenturyTel, Inc. 1990 Incentive Compensation Program

(Full title of the plan)

Harvey P. Perry, Esq.

**Executive Vice President, Chief Administrative Officer,
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, Carrere & Denegre, 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. 33-46473, the Registrant hereby files this Post-Effective Amendment No. 2 to remove from registration all of the securities registered under this Registration Statement (consisting of shares of common stock and preferred stock purchase rights) that remain unsold on the date hereof.

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 Form S-3 and has duly caused this Post-Effective Amendment No. 2 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 April 30, 2003.

CenturyTel , INC.

By: /s/ Harvey P. Perry
Harvey P. Perry
Executive Vice President,
Chief Administrative Officer and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 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>
<u>*</u> Glen F. Post, III	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 30, 2003
<u>*</u> R. Stewart Ewing, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 30, 2003
<u>/s/ Neil A. Sweasy</u> Neil A. Sweasy	Vice President and Controller (Principal Accounting Officer)	April 30, 2003
<u>William B. Boles, Jr.</u>	Director	
<u>Virginia Boulet</u>	Director	
<u>Calvin Czeschin</u>	Director	
<u>*</u> James B. Gardner	Director	April 30, 2003
<u>W. Bruce Hanks</u>	Director	
	S-1	
<hr/>		
<u>*</u> R. L. Hargrove, Jr.	Director	April 30, 2003
<u>*</u> Johnny Hebert	Director	April 30, 2003
<u>*</u> C. G. Melville, Jr.	Director	April 30, 2003

/s/ Harvey P. Perry
Harvey P. Perry

Director

April 30, 2003

*
Jim D. Reppond

Director

April 30, 2003

*
F. Earl Hogan

Director

April 30, 2003

Joseph R. Zimmel

Director

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