

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * COLE DAVID D (Last) (First) (Middle) 100 CENTURYTEL DRIVE (Street) MONROE, LA 71203 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CENTURYTEL INC [CTL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr. VP - Operations Support
3. Date of Earliest Transaction (MM/DD/YYYY) 9/17/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/17/2004		M		9798	A	\$14.61	42842.24	D	
Common Stock	9/17/2004		M		10833	A	\$16.05	53675.24	D	
Common Stock	9/17/2004		M		4369	A	\$17.64	58044.24	D	
Common Stock	9/17/2004		S		25000	D	\$0	33044.24	D	
Common Stock								4139.18	I	By 401(k) (1)
Common Stock								10462.07	I	By ESOP (2)
Common Stock								1513.20	I	By ESOP Spouse (2)
Common Stock								2005.76	I	By PAYSOP (3)
Common Stock								639.84	I	By PAYSOP Spouse (3)
Common Stock								10447.67	I	By Stock Bonus Plan (4)
Common Stock								2688.90	I	By Stock Bonus Plan Spouse (4)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$14.61	9/17/2004		M			9798	11/22/1995	5/22/2005	Common Stock	9798.00	\$0	0.00	D	
Employee Stock Option (right to buy)	\$16.05	9/17/2004		M			10833	11/22/1995	5/22/2005	Common Stock	10833.00	\$0	0.00	D	
Employee Stock Option (right to buy)	\$17.64	9/17/2004		M			4369	11/22/1995	5/22/2005	Common Stock	4369.00	\$0	7757.00	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$28.34							2/25/2004 (5)	2/25/2004	Common Stock	40500.00		40500.00	D	
Employee Stock Option (right to buy)	\$13.50							2/24/1997 (6)	2/24/2007	Common Stock	59616.00		59616.00	D	
Employee Stock Option (right to buy)	\$34.63							2/21/2001 (7)	2/21/2010	Common Stock	85000.00		85000.00	D	
Employee Stock Option (right to buy)	\$28.03							5/21/2002 (8)	5/21/2011	Common Stock	81000.00		81000.00	D	
Employee Stock Option (right to buy)	\$32.99							2/25/2003 (9)	2/25/2012	Common Stock	81000.00		81000.00	D	
Employee Stock Option (right to buy)	\$27.48							2/24/2004 (10)	2/24/2013	Common Stock	81000.00		81000.00	D	
Phantom Stock Units	\$0.00 (11)							(12)	(12)	Common Stock	3688.70		3688.70	D	

Explanation of Responses:

- (1) As of most recent statement available
- (2) As of December 31, 2003, the most recent statement available.
- (3) As of December 31, 2003, the most recent statement available.
- (4) As of December 31, 2003, the most recent statement available.
- (5) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.
- (6) One-third of the Stock Options are exercisable immediately, one-third are exercisable on 2/24/98, and one-third are exercisable on 2/24/99.
- (7) One-third of the Stock Options are exercisable 2/21/2001, one-third are exercisable on 2/21/2002, and one-third are exercisable on 2/21/2003.
- (8) One-third of the Stock Options are exercisable 5/21/02, one-third are exercisable 5/21/03, and one-third are exercisable 5/21/04.
- (9) One-third of the Stock Options are exercisable 2/25/03, one-third are exercisable 2/25/04, and one-third are exercisable 2/25/05.
- (10) One-third of the Stock Options are exercisable 2/24/04, one-third are exercisable 2/24/05, and one-third are exercisable 2/24/06.
- (11) Security converts on a 1-to-1 basis.
- (12) The reported phantom stock units were acquired under CTE's excess benefit plan and will be settled upon the reporting person's termination of service.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE DAVID D 100 CENTURYTEL DRIVE MONROE, LA 71203			Sr. VP - Operations Support	

Signatures

By: Kay C. Buchart, Attorney-In-Fact

9/17/2004

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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