

FORM 4

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

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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 * GOFF STACEY W (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, Gen. Counsel
3. Date of Earliest Transaction (MM/DD/YYYY) 2/20/2006		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	2/20/2006		A		12000	A	\$0	36000.00	D	
Common Stock								803.04	I	By 401(k) (1)
Common Stock								1147.94	I	By ESOP (2)
Common Stock								365.48	I	By Stock Bonus Plan (3)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$35.41	2/20/2006		A		40500	3/15/2007 (4)	2/20/2016	Common Stock	40500.00	\$0	40500.00	D	
Employee Stock Option (right to buy)	\$34.63						2/21/2001 (5)	2/21/2010	Common Stock	9400.00		9400.00	D	
Employee Stock Option (right to buy)	\$32.99						2/25/2003 (6)	2/25/2012	Common Stock	18000.00		18000.00	D	
Employee Stock Option (right to buy)	\$26.95						3/14/2004	3/14/2013	Common Stock	9666.00		9666.00	D	
Employee Stock Option (right to buy)	\$34.20						8/26/2004	8/26/2013	Common Stock	50000.00		50000.00	D	
Employee Stock Option (right to buy)	\$28.34						2/25/2004 (7)	2/25/2014	Common Stock	13499.00		13499.00	D	
Employee Stock Option (right to buy)	\$33.40						2/17/2005	2/17/2015	Common Stock	40500.00		40500.00	D	

Explanation of Responses:

- (1) As of most recent statement available
(2) As of most recent statement available.
(3) As of most recent statement available.

- (4) One-third of the options are exercisable 3/15/07, one-third are exercisable 3/15/08, and one-third are exercisable 3/15/09.
- (5) 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.
- (6) 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.
- (7) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOFF STACEY W 100 CENTURYTEL DRIVE MONROE, LA 71203			Sr. VP, Gen. Counsel	

Signatures

By: Kay Buchart, Attorney-In-Fact

2/22/2006

******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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.