

CENTURYTEL INC

FORM 8-K

(Unscheduled Material Events)

Filed 4/4/2005 For Period Ending 4/4/2005

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

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)

April 4, 2005

Commission file number 1-7784

CENTURYTEL, INC.
(Exact name of Registrant as specified in its charter)

Louisiana
(State or other jurisdiction of
incorporation or organization)

72-0651161
(IRS Employer
Identification No.)

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

71203
(Zip Code)

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

* * * * *

Item 8.01 Other Events

In our Form 8-K report filed on October 28, 2004 and our Form 10-Q report for the quarter ended September 30, 2004, we disclosed our intention to undertake transactions mitigating the dilutive impact of settling our outstanding equity units in stock on their settlement date of May 16, 2005. On January 21, 2005, we filed preliminary consent solicitation materials with the Securities and Exchange Commission describing our plans to solicit consents to permit us to settle our outstanding equity units in cash in lieu of stock. Following conversations with the SEC's staff, we have elected not to pursue our proposed consent solicitation, principally due to the lack of time to restructure the solicitation in a manner that would accommodate comments raised by the SEC's staff. We intend to review alternative transactions designed to mitigate the dilutive impact of issuing stock pursuant to our equity units on May 16, 2005, including possible purchases of equity units and a potential accelerated share repurchase program.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CenturyTel, Inc.

Dated: April 4, 2005

By: /s/ Neil A. Sweasy

Neil A. Sweasy
Vice President and Controller

