

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

**FORM 8-K/A
(Amendment No. 1)**

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

Date of Report (Date of earliest event reported):
This report constitutes Amendment No. 1 to Registrant's Current Report on Form 8-K dated
July 1, 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)

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))

Explanatory Note:

On July 1, 2009, we filed a Form 8-K to report that we had closed our merger with Embarq Corporation. In response to part (b) of Item 9.01 of such Form 8-K, we stated that we would file the required pro forma financial information by amendment, as permitted by the form's rules. We are filing this Amendment No. 1 on Form 8-K to provide the pro forma financial information required by Item 9.01(b) of the form.

Item 9.01. Financial Statements and Exhibits.

(b) Pro forma financial information.

The required unaudited pro forma financial information reflecting our merger with Embarq Corporation is attached as Exhibit 99.5 to this Amendment No. 1 on Form 8-K.

(d) Exhibits

See the Exhibit Index appearing at the end of this report for a list of the exhibits filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this current report 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: August 5, 2009

EXHIBIT INDEX

Exhibit No. Description

- 2.1 Agreement and Plan of Merger, dated as of October 26, 2008, among CenturyTel, Inc., Embarq Corporation and Cajun Acquisition Company
(incorporated by reference to Exhibit 99.1 of our Current Report on Form 8-K filed on October 30, 2008).
- 3.1 Amended and Restated Articles of Incorporation of CenturyTel, Inc. (incorporated by reference to Exhibit 3.1 of Amendment No. 3 to our
Registration Statement on Form 8-A filed on July 1, 2009).
- 3.2 Amended and Restated Bylaws of CenturyTel, Inc. (incorporated by reference to Exhibit 3.2 of Amendment No. 3 to our
Registration
Statement on Form 8-A filed on July 1, 2009).
- 23.1* Consent of KPMG LLP, independent registered public accounting firm for Embarq Corporation.
- 99.1* Press release dated June 25, 2009, announcing the receipt of the final regulatory approval required to complete the Merger.
- 99.2* Press release dated July 1, 2009, announcing the completion of the Merger.
- 99.3* Form of Indemnification Agreement entered into by CenturyTel, Inc. and its directors.
- 99.4* For the quarterly periods ended March 31, 2009 and 2008, the following consolidated financial statements of Embarq Corporation:
- a). Consolidated Balance Sheets as of March 31, 2009 and December 31, 2008 (Unaudited)
 - b). Consolidated Statements of Operations and Comprehensive Income for the Quarterly Periods Ended March 31, 2009 and 2008 (Unaudited)
 - c). Consolidated Statements of Cash Flows for the Quarterly Periods Ended March 31, 2009 and 2008 (Unaudited)
 - d). Consolidated Statement of Stockholders' Equity for the Quarterly Period Ended March 31, 2009 (Unaudited)
 - e). Condensed Notes to Consolidated Financial Statements (Unaudited)
- For the years ended December 31, 2008, 2007 and 2006, the following consolidated financial statements of Embarq Corporation (retrospectively reclassified for all periods and dates to report the financial results of Embarq's logistics business as discontinued operations):
- a). Report of KPMG LLP, Independent Registered Public Accounting Firm
 - b). Consolidated Balance Sheets as of December 31, 2008 and 2007

- c). Consolidated Statements of Operations and Comprehensive Income (Loss) for the Years Ended December 31, 2008, 2007 and 2006
- d). Consolidated Statements of Cash Flows for the Years Ended December 31, 2008, 2007 and 2006
- e). Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2008, 2007 and 2006
- f). Notes to Consolidated Financial Statements

99.5** Unaudited Pro Forma Combined Condensed Financial Information

* Exhibits filed with the Form 8-K dated July 1, 2009.

** Filed herewith.

Unaudited Pro Forma Combined Condensed Financial Information

On July 1, 2009, CenturyTel, Inc. (“CenturyTel”) acquired Embarq Corporation (“Embarq”) in a stock-for-stock transaction. Under the terms of the merger agreement, Embarq stockholders received 1.37 shares of CenturyTel common stock for each share of Embarq common stock owned at closing. Based on the number of CenturyTel common shares issued to consummate the merger (196.1 million) and the closing stock price of CenturyTel common stock as of June 30, 2009 (\$30.70), the aggregate consideration approximated \$6.0 billion.

The following pro forma information was prepared in accordance with the rules and regulations of the Securities and Exchange Commission, and using the guidance of Statement of Financial Accounting Standards No. 141 (revised 2007), “Business Combinations” (“SFAS 141(R)”).

For purposes of the pro forma information, adjustments for estimated transaction and integration costs have been excluded. In addition to expenses incurred by CenturyTel and Embarq prior to the closing, we expect to incur approximately \$50 million in additional closing costs, including investment banker and legal fees, in connection with consummation of the merger. In addition, the combined company will incur integration costs related to system and customer conversions (including hardware and software costs), certain employee-related severance costs and branding costs associated with changing the company name to CenturyLink. The specific details of these integration plans will continue to be refined. Based on current plans and information, we estimate that the aggregate non-recurring post-closing costs of the integration activities will be approximately \$370 million (of which \$60 million represents capital expenditures). Such transaction and integration costs will be expensed or capitalized based on the nature of the specific action.

As a result of the merger, the previous Embarq shareholders were issued approximately 66% of the combined common shares outstanding. However, after consideration of all applicable factors pursuant to the guidance of SFAS 141(R), CenturyTel is considered the “accounting acquirer” primarily because CenturyTel issued its common stock to acquire Embarq (at a premium), the board of directors of the combined company is composed of eight former CenturyTel directors and seven former Embarq directors and the executive management team of the combined company will be led by former CenturyTel executives, including its Chief Executive Officer, Chief Operating Officer and Chief Financial Officer.

The results of operations of Embarq will be included in CenturyTel’s consolidated financial statements beginning July 1, 2009.

The following unaudited pro forma combined condensed balance sheet as of March 31, 2009 and the unaudited pro forma combined condensed statements of income for the year ended December 31, 2008 and the three months ended March 31, 2009 are based on the historical consolidated results of operations and financial condition of CenturyTel and its subsidiaries and the historical consolidated results of operations and financial condition of Embarq and its subsidiaries, as adjusted for the effects of CenturyTel acquiring Embarq, as further described below.

The pro forma financial information for the year ended December 31, 2008 reflects the effects of two new accounting pronouncements, Statement of Financial Accounting Standards No. 160, “Noncontrolling Interests in Consolidated Financial Statements” (“SFAS 160”) and FSP EITF 03-6-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities” (“FSP EITF 03-6-1”). Such pronouncements are effective for periods subsequent to January 1, 2009 but require retrospective application to prior periods. SFAS 160 requires that net income attributable to noncontrolling interests be included in consolidated net income. FSP EITF 03-6-1 requires that outstanding non-vested restricted stock that contain a nonforfeitable right to receive dividends be considered a participating security and therefore included in the earnings allocation in computing earnings per share under the two-class method. The impact to diluted earnings per share and weighted average diluted common shares outstanding upon the application of FSP EITF 03-6-1 to CenturyTel’s and Embarq’s year ended December 31, 2008 results were as follows:

	Previously reported	As adjusted
CenturyTel		
Diluted earnings per share	\$ 3.56	3.52
Average diluted shares outstanding (in millions)	102.9	102.6
Embarq		
Diluted earnings per share from continuing operations	\$ 5.25*	5.24
Average diluted shares outstanding from continuing operations (in millions)	147.4*	147.7

* Each of these figures are based on the amounts reported in the consolidated financial statements of Embarq filed as Exhibit 99.4 to the Current Report on Form 8-K filed July 1, 2009, which have been retrospectively reclassified to reflect Embarq's logistics business as discontinued operations.

The pro forma financial information reflects an aggregate consideration of approximately \$6.0 billion, as calculated below (in millions, except price per share):

Number of Embarq common shares outstanding as of July 1, 2009	143.1
Multiplied by exchange ratio per merger agreement	1.37
Number of CenturyTel shares issued	196.1
Multiplied by price of CenturyTel common stock*	\$ 30.70
Aggregate consideration	\$ 6,020

* Price determined based on the closing price of CenturyTel's common stock on June 30, 2009.

Pro forma adjustments, and the assumptions on which they are based, are described in the accompanying Notes to Unaudited Pro Forma Combined Condensed Financial Information (the "Notes").

The pro forma financial information related to the Embarq acquisition was prepared using the acquisition method of accounting and is based on the assumption that the purchase of Embarq took place as of March 31, 2009 for purposes of the pro forma balance sheet and as of January 1, 2008 for purposes of the pro forma statements of income. In accordance with the acquisition method of accounting, the actual consolidated financial statements of CenturyTel will reflect the Embarq acquisition only from and after the date of acquisition. CenturyTel has not finalized the purchase price allocation related to the Embarq acquisition, and the final allocations could differ significantly from the preliminary allocations reflected below. See the Notes below for additional information.

The unaudited pro forma combined condensed financial information included herein does not give effect to any potential revenue enhancements, cost reductions or other operating efficiencies that could result from the Embarq acquisition, including, but not limited to (i) the reduction of corporate overhead and operating costs, (ii) the elimination of duplicate functions, (iii) enhanced revenue opportunities and (iv) increased operational efficiencies through the adoption of best practices and capabilities from each company. As mentioned above, the pro forma information included herein also excludes estimated transaction and integration costs that have been or will be incurred subsequent to March 31, 2009.

The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the combined operating results or financial position that would have occurred if such transaction had been consummated on the dates and in accordance with the assumptions described herein, nor is it necessarily indicative of future operating results or financial position.

CENTURYTEL, INC.
PRO FORMA COMBINED CONDENSED BALANCE SHEET
MARCH 31, 2009
(UNAUDITED)

<i>In millions</i>	<u>CenturyTel</u>	<u>Embarq</u>	<u>Pro forma adjustments</u>	<u>Pro forma combined</u>
<u>ASSETS</u>				
CURRENT ASSETS				
Cash and cash equivalents	\$ 61	95		156
Accounts receivable	194	444		638
Other current assets	65	193		258
Total current assets	<u>320</u>	<u>732</u>	<u>-</u>	<u>1,052</u>
NET PROPERTY, PLANT AND EQUIPMENT	<u>2,822</u>	<u>7,251</u>		<u>10,073</u>
GOODWILL AND OTHER ASSETS				
Goodwill	4,016	25	5,574 (A)	9,615
Other	776	43	1,400 (B)	2,219
Total goodwill and other assets	<u>4,792</u>	<u>68</u>	<u>6,974</u>	<u>11,834</u>
TOTAL ASSETS	<u>\$ 7,934</u>	<u>8,051</u>	<u>6,974</u>	<u>22,959</u>
<u>LIABILITIES AND EQUITY</u>				
CURRENT LIABILITIES				
Current maturities of long-term debt	\$ 20	2		22
Accounts payable	125	245		370
Accrued expenses and other liabilities	270	648		918
Total current liabilities	<u>415</u>	<u>895</u>	<u>-</u>	<u>1,310</u>
LONG-TERM DEBT	<u>3,002</u>	<u>5,288</u>	<u>(170) (C)</u>	<u>8,120</u>
DEFERRED CREDITS AND OTHER LIABILITIES	<u>1,342</u>	<u>2,395</u>	<u>597 (D)</u>	<u>4,334</u>
STOCKHOLDERS' EQUITY				
Controlling interests				
Common stock	101	2	194 (E)	297
Paid-in capital	43	(193)	6,017 (E)	5,867
Accumulated other comprehensive loss, net of tax	(117)	(898)	898 (E)	(117)
Retained earnings	3,143	1,062	(1,062) (E)	3,143
Treasury stock	-	(500)	500 (E)	-
Noncontrolling interests	5	-	-	5
Total stockholders' equity	<u>3,175</u>	<u>(527)</u>	<u>6,547</u>	<u>9,195</u>
TOTAL LIABILITIES AND EQUITY	<u>\$ 7,934</u>	<u>8,051</u>	<u>6,974</u>	<u>22,959</u>

See accompanying notes to unaudited pro forma combined condensed financial information.

CENTURYTEL, INC.
PRO FORMA COMBINED CONDENSED STATEMENT OF INCOME
YEAR ENDED DECEMBER 31, 2008
(UNAUDITED)

	<u>CenturyTel</u>	<u>Embarq</u>	<u>Pro forma adjustments</u>	<u>Pro forma combined</u>
<i>In millions, except per share amounts</i>				
OPERATING REVENUES	\$ 2,600	5,689		8,289
OPERATING EXPENSES				
Cost of services and products	955	1,656		2,611
Selling, general and administrative	399	1,394	60 (F)	1,853
Depreciation and amortization	524	1,000	163 (G)	1,687
	<u>1,878</u>	<u>4,050</u>	<u>223</u>	<u>6,151</u>
OPERATING INCOME	722	1,639	(223)	2,138
OTHER INCOME (EXPENSE)				
Interest expense	(202)	(404)	(1) (H)	(607)
Other income (expense)	41	3		44
Income tax expense	(194)	(464)	84 (I)	(574)
INCOME FROM CONTINUING OPERATIONS	367	774	(140)	1,001
Less: income attributable to noncontrolling interests*	<u>(1)</u>	<u>-</u>	<u>-</u>	<u>(1)</u>
INCOME FROM CONTINUING OPERATIONS ATTRIBUTABLE TO CONTROLLING INTERESTS	<u>\$ 366</u>	<u>774</u>	<u>(140)</u>	<u>1,000</u>
BASIC EARNINGS PER SHARE FROM CONTINUING OPERATIONS**	\$ 3.53	5.27		3.28
DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS**	\$ 3.52	5.24		3.26
WEIGHTED AVERAGE SHARES OUTSTANDING**				
Basic	102.3	147.0	54.4	303.7
Diluted	102.6	147.7	54.6	304.9

See accompanying notes to unaudited pro forma combined condensed financial information.

* Reflects retrospective application of the provisions of SFAS No. 160.

**Reflects retrospective application of the provisions of FSP EITF 03-6-1.

CENTURYTEL, INC.
PRO FORMA COMBINED CONDENSED STATEMENT OF INCOME
THREE MONTHS ENDED MARCH 31, 2009
(UNAUDITED)

	<u>CenturyTel</u>	<u>Embarq</u>	<u>Pro forma adjustments</u>	<u>Pro forma combined</u>
<i>In millions, except per share amounts</i>				
OPERATING REVENUES	\$ 636	1,346		1,982
OPERATING EXPENSES				
Cost of services and products	235	363		598
Selling, general and administrative	110	329	10 (F)	449
Depreciation and amortization	127	244	41 (G)	412
	<u>472</u>	<u>936</u>	<u>51</u>	<u>1,459</u>
OPERATING INCOME	164	410	(51)	523
OTHER INCOME (EXPENSE)				
Interest expense	(52)	(96)	(0) (H)	(148)
Other income (expense)	(2)	1		(1)
Income tax expense	(43)	(115)	19 (I)	(139)
INCOME FROM CONTINUING OPERATIONS	67	200	(32)	235
Less: income attributable to noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
INCOME FROM CONTINUING OPERATIONS ATTRIBUTABLE TO CONTROLLING INTERESTS	<u>\$ 67</u>	<u>200</u>	<u>(32)</u>	<u>235</u>
BASIC EARNINGS PER SHARE FROM CONTINUING OPERATIONS	\$ 0.67	1.40		0.79
DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS	\$ 0.67	1.39		0.79
WEIGHTED AVERAGE SHARES OUTSTANDING				
Basic	99.1	143.2	53.0	295.3
Diluted	99.1	143.5	53.1	295.7

See accompanying notes to unaudited pro forma combined condensed financial information.

Notes to Unaudited Pro Forma Combined Condensed Financial Information

(1) Basis of Preliminary Purchase Price Allocation

The following preliminary allocation of the purchase price of Embarq is based on CenturyTel's preliminary best estimates of the fair value of the currently identified tangible and intangible assets and liabilities of Embarq. The final determination of the allocation of the purchase price will be based on the fair value of such assets and liabilities as of July 1, 2009, the consummation date of the acquisition, and is expected to be completed late in 2009. Such final identification and determination of all the intangible assets acquired and the purchase price allocation may be significantly different than that used in this pro forma financial information.

The purchase price of Embarq (calculated as shown above) is allocated to the assets acquired and liabilities assumed based on the following preliminary basis (amounts in millions):

Total purchase price	<u>\$ 6,020</u>
Cash, accounts receivable and other current assets	\$ 732
Net property, plant and equipment	7,251
Intangible identifiable assets	
Customer relationships	1,300
Franchise	100
Other non-current assets	43
Current maturities of long-term debt, accounts payable and other current liabilities	(895)
Long-term debt	(5,118)
Deferred credits and other liabilities	(2,992)
Goodwill	<u>5,599</u>
Total purchase price	<u>\$ 6,020</u>

(2) Pro Forma Adjustments

The following pro forma adjustments have been reflected in the unaudited pro forma combined condensed financial information. All adjustments are based on current assumptions and are subject to change upon completion of the final purchase price allocation based on the identified tangible and intangible assets and liabilities acquired from Embarq at the merger closing date.

Balance Sheet Adjustments

- (A) To reflect the elimination of Embarq's existing goodwill (\$25 million) and the establishment of new goodwill of \$5.6 billion estimated as a result of the preliminary purchase price allocation described in Note (1).
- (B) To reflect the preliminary fair values of the identifiable intangible assets which were estimated by CenturyTel's management based on the fair values assigned to similar assets in a recently completed acquisition. The estimated useful life of the customer relationship asset was assumed to be 8 years. The franchise asset is considered an indefinite life intangible asset and thus has no associated amortization expense. The net pro forma adjustment is composed of the following (in millions):

Increase
Other
Assets

Establish customer relationship asset	\$ 1,300
Establish franchise asset	100
Net pro forma adjustment	<u>\$ 1,400</u>

(C) To adjust the carrying value of Embarq's long-term debt to its estimated fair value based on current observable market transactions and through discounted cash flow analysis using market-based credit spreads.

(D) To (i) adjust Embarq's pension and postretirement benefit obligation to the estimated funded status and (ii) reflect the estimated net deferred tax liability established for the tax effects of the preliminary purchase price allocation reflected herein (calculated at an estimated effective tax rate of 37.4%). The net pro forma adjustment is composed of the following (in millions):

	(Increase) decrease liability
Adjust Embarq's pension and postretirement benefit obligations to estimated fair value	\$ (15)
Deferred tax asset (liability) associated with:	
Customer relationship and franchise assets	(524)
Long-term debt	(64)
Pension and postretirement benefit obligations	6
Net pro forma adjustment	<u>\$ (597)</u>

(E) To reflect the elimination of Embarq's stockholders' equity balances and to reflect the issuance of 196.1 million shares of CenturyTel common stock (valued at \$6.020 billion for this pro forma information) as consideration delivered to acquire Embarq.

Income Statement Adjustments

(F) To reflect the net increase to pension and postretirement expense due to (i) changing the method for calculating expected return on plan assets from one based on a market-related value to one based on fair value and (ii) eliminating the amortization of previously unrecognized actuarial losses, prior service costs and transition assets.

(G) To reflect amortization expense associated with the customer relationship asset estimated in (B) above assuming an estimated useful life of 8 years (which corresponds to an increase in depreciation and amortization of \$163 million for the year ended December 31, 2008 and \$41 million for the three months ended March 31, 2009).

(H) To reflect additional interest expense from accreting the adjustment associated with reflecting long-term debt at its estimated fair value pursuant to adjustment (C) above. Such fair value adjustment (\$170 million) is recognized using the effective interest method over the remaining maturity of the long-term debt (or approximately \$1 million for the year ended December 31, 2008 and approximately \$300,000 for the three months ended March 31, 2009). Application of the effective interest method will cause the annual accretion adjustment to change from year to year and some changes may be significant depending on the maturity dates of the related underlying debt. Such maturity dates range from 2010 to 2036. The annual accretion adjustments are expected to range from approximately \$1.0 million to \$13 million over the life of the underlying debt.

(I) To reflect the tax effects of Items (F), (G) and (H) using an estimated effective income tax rate of 37.4%.

The fair value of Embarq's property, plant and equipment was preliminarily estimated to approximate the carrying value on the date of acquisition. Such estimate is subject to change upon finalization of the purchase price allocation. To the extent that the final purchase price allocation causes our depreciation and amortization expense to differ from that presented in the accompanying pro forma statements of income, annual earnings per share will be affected by \$.01 per share for every \$4.9 million difference in annual pro forma depreciation and amortization expense. Thus, for example, if CenturyTel ultimately allocates an additional \$725.1 million of the aggregate purchase price to property, plant

and equipment (representing a 10% increase in the amount that was preliminarily allocated to such assets above), the annual depreciation and amortization would increase by approximately \$108.8 million (assuming a composite annual depreciation rate of 15%) and the annual earnings per share would decrease by \$.22 per share for 2008 (assuming an effective tax rate of 37.4%) from the amounts presented in the accompanying pro forma information.

The pro forma weighted average basic and diluted shares outstanding for the year ended December 31, 2008 and the three months ended March 31, 2009 reflects the exchange of 1.37 shares of CenturyTel common stock for each share of Embarq stock. In order to calculate basic and diluted earnings per share on a pro forma combined basis under FSP EITF 03-6-1 for the year ended December 31, 2008 and the three months ended March 31, 2009, \$4,240,000 and \$870,000, respectively (which represents the after-tax earnings applicable to participating securities) must be subtracted from net income prior to dividing by average shares outstanding