

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>HANKS WILLIAM BRUCE</b>		<b>CENTURYTEL INC [ CTL ]</b>		<input checked="" type="checkbox"/> Director <span style="float:right">10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>2802 BRAMBLE</b>		<b>9/7/2004</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>MONROE, LA 71201</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	9/7/2004		M		19616	A	\$13.50	50301.00	D	
Common Stock	9/7/2004		S		19616	D	\$0	30685.00	D	
Common Stock								0.00	I	By 401(k)
Common Stock								0.00	I	By ESOP

**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)	\$13.50	9/7/2004		M			19616	2/24/1997 <a href="#">(1)</a>	2/24/2007	Common Stock	19616.00	\$0	40000.00	D	
Director Stock Option (right to buy)	\$29.06							5/10/2003	5/10/2012	Common Stock	4000.00		4000.00	D	
Director Stock Option (right to buy)	\$32.18							5/9/2004	5/9/2013	Common Stock	6000.00		6000.00	D	
Director Stock Option (right to buy)	\$29.70							5/7/2005	5/7/2014	Common Stock	6000.00		6000.00	D	
Employee Stock Option (right to buy)	\$34.63							2/21/2001 <a href="#">(2)</a>	2/21/2010	Common Stock	30000.00		30000.00	D	

#### Explanation of Responses:

- (1) 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.  
(2) 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HANKS WILLIAM BRUCE</b> <b>2802 BRAMBLE</b> <b>MONROE, LA 71201</b>	<b>X</b>			

## Signatures

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

**9/7/2004**

                      
\*\* 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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