

CZESCHIN CALVIN

Form 4/A

February 13, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CZESCHIN CALVIN

(Last) (First) (Middle)

207 EAST 4TH ST.

(Street)

MOUNTAIN HOME, AR 72653

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CENTURYTEL INC [CTL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/12/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock				(A) or (D)	313,256	D	
Common Stock				Code V Amount (D) Price	11,997	I	By Spouse

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

**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
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and An Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Contract (right to sell)	(1) (2)	12/08/2005		J(1)(2)			300,000	01/19/2006	01/19/2006	Common Stock
Contract (right to sell)	(3) (4)	12/08/2005		J(3)(4)		308,924		02/15/2007	02/15/2007	Common Stock
Director Stock Option (right to buy)	\$ 29.06							05/10/2003	05/10/2012	Common Stock
Director Stock Option (right to buy)	\$ 32.18							05/09/2004	05/09/2013	Common Stock
Director Stock Option (right to buy)	\$ 29.7							05/07/2005	05/07/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CZESCHIN CALVIN 207 EAST 4TH ST. MOUNTAIN HOME, AR 72653	X

Signatures

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

02/13/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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(1) On November 18, 2002, the Reporting Person entered into a variable share prepaid forward contract with an unaffiliated third party relating to 300,000 shares of CenturyTel, Inc. common stock (the "Common Stock"). Under the contract, in exchange for a cash payment of \$7,675,716.20, the Reporting Person agreed to deliver a number of shares of Common Stock on the third business day after January 19, 2006 (the "Maturity Date") (or an earlier date if the contract is terminated early) pursuant to the following formula: (i) if the closing price of a share of the Common Stock on the Maturity Date (the "Settlement Price") is less than or equal to \$29.8515 (the "Downside Protection Threshold Price"), 300,000 shares; (ii) if the Settlement Price is less than \$35.8218 (the "Threshold Appreciation Price"), but greater than the Downside Protection Threshold Price, then a number of shares equal to 300,000 shares times the Downside Protection Threshold Price divided by the Settlement Price;

(2) or (iii) if the Settlement Price is greater than or equal to the Threshold Appreciation Price, then a number of shares equal to 300,000 shares multiplied by a fraction which is equal to 1 minus a fraction, the numerator of which is the difference between the Threshold Appreciation Price and the Downside Protection Threshold Price and the denominator of which is the Settlement Price. Alternatively, the Reporting Person had the option to settle the contract for cash, with the cash settlement amount being equal to the number of shares to be delivered multiplied by the Settlement Price. On December 8, 2005, the Reporting Person and the unaffiliated third party agreed to cancel this contract and enter into a new variable share prepaid forward contract.

(3) The restructured contract relates to 308,924 shares of Common Stock and did not involve a payment by either party. Under the restructured contract, the Reporting Person agreed to deliver a number of shares of Common Stock on the third business day after February 15, 2007 (the "Maturity Date") (or an earlier date if the contract is terminated early) pursuant to the following formula: (i) if the closing price of a share of the Common Stock on the Maturity Date (the "Settlement Price") is less than or equal to \$32.6192 (the "Downside Protection Threshold Price"), 308,924 shares; (ii) if the Settlement Price is less than \$39.1435 (the "Threshold Appreciation Price"), but greater than the Downside Protection Threshold Price, then a number of shares equal to 308,924 shares times the Downside Protection Threshold Price divided by the Settlement Price;

(4) or (iii) if the Settlement Price is greater than or equal to the Threshold Appreciation Price, then a number of shares equal to 308,924 shares multiplied by a fraction which is equal to 1 minus a fraction, the numerator of which is the difference between the Threshold Appreciation Price and the Downside Protection Threshold Price and the denominator of which is the Settlement Price. Alternatively, the Reporting Person has the option to settle the contract for cash, with the cash settlement amount being equal to the number of shares to be delivered multiplied by the Settlement Price.

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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