SWEASY NEIL
Form 4
February 22, 2006

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

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
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SWEASY NEIL
(Last) (First) (Middle)
100 CENTURYTEL DRIVE
(Street)
MONROE, LA 71203
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/20/2006		A		1,900	A	$ 0	6,591.12	D	
Common Stock								4,167.43	I	By 401(k) (1)
Common Stock								4,662.18	I	By ESOP (2)
Common Stock								1,303.69	I	By Stock Bonus Plan (3)

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

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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)

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 Amount Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numbe of Sha
Employee Stock Option (right to buy)	$ 35.41	02/20/2006		A		6,500		03/15/2007[(4)]	02/20/2016	Common Stock	6,50
Employee Stock Option (right to buy)	$ 13.33							[(5)]	01/02/2007	Common Stock	2,25
Employee Stock Option (right to buy)	$ 46.19							04/07/2000	04/07/2009	Common Stock	2,82
Employee Stock Option (right to buy)	$ 34.63							02/21/2001[(6)]	02/21/2010	Common Stock	12,00
Employee Stock Option (right to buy)	$ 28.03							05/21/2002[(7)]	05/21/2011	Common Stock	13,00
Employee Stock Option	$ 32.99							02/25/2003[(8)]	02/25/2012	Common Stock	13,00

(right to buy)					
Employee Stock Option (right to buy)	$ 27.48	02/24/2004 (9)	02/24/2013	Common Stock	13,00
Employee Stock Option (right to buy)	$ 28.34	02/25/2004 (10)	02/25/2014	Common Stock	6,50
Employee Stock Option (right to buy)	$ 33.4	02/17/2005 (11)	02/17/2015	Common Stock	6,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEASY NEIL 100 CENTURYTEL DRIVE MONROE, LA 71203			VP and Controller	

Signatures

By: Kay C. Buchart, Attorney-In-Fact	02/22/2006
**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).
- **(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)** Options were 50% exercisable on 01/02/99 and 50% exercisable on 01/02/2000.
- **(6)** 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.
- **(7)** One-third of the Stock Options are exercisable 5/21/02, one-third are exercisable 5/21/03, and one-third are exercisable 5/21/04.
- **(8)** 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.
- **(9)** One-third of the Stock Options are exercisable 2/24/04, one-third are exercisable 2/24/05, and one-third are exercisable 2/24/06.

(10) One-third of the options are exercisable immediately, one-third are exercisable 2/25/05, and one-third are exercisable 2/25/06.

(11) One-third of the options are exercisable immediately, one-third are exercisable 2/17/06, and one-third are exercisable 2/17/07.

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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