

CENTURYTEL INC
Form POS AM
November 24, 2004

As filed with the Securities and Exchange Commission on November 24, 2004. Registration No. 33-31314

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

Post-Effective Amendment No. 3 to

FORM S-8 and FORM S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

C

ENTURYTEL, INC.

(Exact name of registrant as specified in its charter)

Louisiana

72-0651161

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

100 CenturyTel Drive, Monroe, Louisiana 71203, (318) 388-9500

(Address, including zip code, of Principal Executive Offices)

Century Telephone Enterprises, Inc. 1988 Incentive Compensation Program

(Full title of the plan)

Stacey W. Goff

Senior Vice President,

General Counsel and Secretary

CenturyTel, Inc.
100 CenturyTel Drive

Monroe, Louisiana 71203
(318) 388-9500

*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copy to:

Margaret F. Murphy

Jones, Walker, Waechter, Poitevent, Carrere & Denegre, L.L.P.

201 St. Charles Avenue

New Orleans, Louisiana 70170-5100

DEREGISTRATION

In accordance with the undertakings contained in Part II of this Registration Statement No. 33-31314, the Registrant hereby files this Post-Effective Amendment No. 3 to remove from registration all of the securities registered under this Registration Statement (consisting of shares of common stock and preferred stock purchase rights) that remain unsold on the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Louisiana, on November 18, 2004.

CENTURYTEL, INC.

By:

/s/ Glen F. Post, III

Glen F. Post, III

Chairman of the Board of Directors and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|----------------------------------------------------|------------------------------------------------------------------------------------------|-------------------|
| /s/ Glen F. Post, III Glen F. Post, III | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | November 18, 2004 |
| /s/ R. Stewart Ewing, Jr. R. Stewart Ewing, Jr. | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | November 18, 2004 |
| /s/ Neil A. Sweasy Neil A. Sweasy | Vice President and Controller (Principal Accounting Officer) | November 18, 2004 |
| /s/ William R. Boles, Jr. William R. Boles, Jr. | Director | November 18, 2004 |
| /s/ Virginia Boulet Virginia Boulet | Director | November 18, 2004 |
| /s/ Calvin Czeschin Calvin Czeschin | Director | November 18, 2004 |

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| | | |
|------------------------------------------------|----------|-------------------|
| /s/ James B. Gardner James B. Gardner | Director | November 18, 2004 |
| /s/ W. Bruce Hanks W. Bruce Hanks | Director | November 18, 2004 |
| /s/ R. L. Hargrove, Jr. R. L. Hargrove, Jr. | Director | November 18, 2004 |
| /s/ Johnny Hebert Johnny Hebert | Director | November 18, 2004 |
| /s/ C. G. Melville, Jr. C. G. Melville, Jr. | Director | November 18, 2004 |
| /s/ Harvey P. Perry Harvey P. Perry | Director | November 18, 2004 |
| /s/ Jim D. Reppond Jim D. Reppond | Director | November 18, 2004 |

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/s/ Fred R. Nichols

Director

November 18, 2004

Fred R. Nichols

/s/ Joseph R. Zimmel

Director

November 18, 2004

Joseph R. Zimmel