

CENTURYTEL INC
Form S-8 POS
June 25, 2007

As filed with the Securities and Exchange Commission on June 25, 2007.

Registration No. 333-65004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1 to

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CenturyTel, Inc.

(Exact name of registrant as specified in its charter)

Louisiana
*(State or other jurisdiction
of incorporation or organization)*

72-0651161
*(I.R.S. Employer
Identification No.)*

**100 CenturyTel Drive
Monroe, Louisiana 71203**
*(Address, including zip code, of
Principal Executive Offices)*

CenturyTel Security Systems, Inc. 401(k) Plan and Trust
(Full title of the plans)

Stacey W. Goff
Senior Vice President, General Counsel and Secretary
CenturyTel, Inc.
100 CenturyTel Drive

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Monroe, Louisiana71203

(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, Carrère & Denègre, L.L.P.

201 St. Charles Avenue

New Orleans, Louisiana70170-5100

DEREGISTRATION

In accordance with the undertakings contained in Part II of this Registration Statement No. 333-65004, the Registrant hereby files this Post-Effective Amendment No. 1 to remove from registration all of the securities registered under this Registration Statement (consisting of shares of common stock, preference share purchase rights and participation interests in the plan) that remain unsold on the date hereof.

Effective January 1, 2007, the CenturyTel Security Systems, Inc. 401(k) Plan and Trust was merged into the CenturyTel Dollars & Sense Plan and Trust.

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 has duly caused this Post-Effective Amendment No. 1 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 June 22, 2007.

CenturyTel, Inc.

By: /s/Glen F. Post, III
 Glen F. Post, III
 Chairman of the Board and
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 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> |
|--|---|---------------|
| <u>/s/Glen F. Post, III</u> Glen F. Post, III | Chairman of the Board and Chief Executive Officer | June 22, 2007 |
| <u>*</u> R. Stewart Ewing, Jr. | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 22, 2007 |
| <u>/s/ Neil A. Sweasy</u> Neil A. Sweasy | Vice President and Controller (Principal Accounting Officer) | June 22, 2007 |
| <u>*</u> William R. Boles, Jr. | Director | June 22, 2007 |
| <u>*</u> Virginia Boulet | Director | June 22, 2007 |
| <u>*</u> Calvin Czeschin | Director | June 22, 2007 |

| | | |
|---|----------|---------------|
| <hr/> <p>James B. Gardner</p> | Director | |
| <hr/> <p>*</p> <hr/> <p>W. Bruce Hanks</p> | Director | June 22, 2007 |
| <hr/> <p>*</p> <hr/> <p>C. G. Melville, Jr.</p> | Director | June 22, 2007 |
| <hr/> <p>Gregory J. McCray</p> | Director | |
| <hr/> <p>Fred R. Nichols</p> | Director | |
| <hr/> <p>*</p> <hr/> <p>Harvey P. Perry</p> | Director | June 22, 2007 |
| <hr/> <p>*</p> <hr/> <p>Jim D. Reppond</p> | Director | June 22, 2007 |
| <hr/> <p>Joseph R. Zimmel</p> | Director | |

* By: /s/Glen F. Post, III
Glen F. Post, III
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Retirement Committee, as administrator of the CenturyTel Dollars & Sense Plan and Trust, successor by merger to the CenturyTel Security Systems, Inc. 401(k) Plan and Trust, has duly caused this Post-Effective Amendment No. 1 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 June 22, 2007.

CENTURYTEL DOLLARS & SENSE PLAN AND TRUST

By: /s/Ivan S. Hughes

Ivan S. Hughes

Member of the CenturyTel Retirement Committee