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CENTURYTEL INC  
Form 8-K  
February 03, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

Date of Report  
(Date of Earliest Event Reported)  
February 3, 2005

Commission file number 1-7784

CENTURYTEL, INC.  
(Exact name of Registrant as specified in its charter)

Louisiana  
(State or other jurisdiction of  
incorporation or organization)

72-0651161  
(IRS Employer  
Identification No.)

100 CenturyTel Drive, Monroe, Louisiana  
(Address of principal executive offices)

71203  
(Zip Code)

Registrant's telephone number, including area code - (318) 388-9000

The information included in Item 2.02 and Item 9.01, except for any forward-looking statements (including our forecast for the upcoming quarter and year) and except for our references to non-GAAP financial measures (as defined in Regulation G promulgated by the Securities and Exchange Commission), shall be deemed incorporated by reference into any registration statement heretofore and hereafter filed by us under the Securities Act of 1933, as amended, except to the extent that such incorporated information is superceded by information as of a subsequent date that is included in or incorporated by reference into any such registration statement. None of the information included in Item 2.02 or Item 9.01 shall be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 2.02 Results of Operations and Financial Condition

On February 3, 2005, we issued a press release announcing our fourth quarter 2004 consolidated operating results. More complete information on our operating results will be included in our Annual Report on Form 10-K for the year ended December 31, 2004, which we expect to file shortly with the Securities and Exchange Commission. The complete press release is included as Exhibit 99.1.

Item 8.01 Other Events

On February 3, 2005, we issued a press release announcing (i) that our board of directors approved a stock repurchase program authorizing us to repurchase up to an aggregate of \$200 million of either our common stock or equity units and (ii) that we have entered into a definitive agreement to purchase metro fiber networks in 16 markets from KMC Telecom

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Holdings, Inc. for \$65 million cash, subject to certain purchase price adjustments. The complete press release is included as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

- 99.1 Press release dated February 3, 2005 reporting fourth quarter 2004 operating results.
- 99.2 Press release dated February 3, 2005 announcing stock repurchase program and definitive agreement to purchase metro fiber networks from KMC Telecom Holdings, Inc.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

CenturyTel, Inc.

By: /s/ Neil A. Sweasy

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Neil A. Sweasy  
Vice-President and Controller

Dated: February 3, 2005