

CENTURYTEL INC  
Form 8-K  
November 18, 2008

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**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): November 14, 2008**

**CenturyTel, Inc.**  
(Exact Name of Registrant as Specified in Charter)

**Louisiana**  
(State or Other Jurisdiction  
of Incorporation)

**1-7784**  
(Commission File Number)

**72-0651161**  
(IRS Employer  
Identification Number)

**100 CenturyTel Drive**  
**Monroe, Louisiana**  
(Address of Principal Executive Offices)  
**(318) 388-9000**  
Registrant's telephone number, including area code

**71203**  
(Zip Code)

**n/a**  
(Former Name and Address,  
If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

(a) On November 14, 2008, CenturyTel, Inc. filed Articles of Amendment (the Amendment ) to its Amended and Restated Articles of Incorporation with the Secretary of State of Louisiana, to eliminate references to and provisions regarding the rights of holders of Series H Preferred Stock of CenturyTel, of which there are no longer any shares outstanding, and Series BB Preferred Stock of CenturyTel, of which no shares were ever issued. A copy of the Amended and Restated Articles of Incorporation, as amended, including a copy of the Amendment, are attached hereto as Exhibit 3.1 and are incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment.

**Item 9.01. Financial Statements and Exhibits**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit No.

Document Designation

|     |  |
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| 3.1 | Amended and Restated Articles of Incorporation of CenturyTel, Inc., as amended |
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SIGNATURE

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

Dated: November 18, 2008

CENTURYTEL, INC.

By:

/s/ Neil A. Sweasy

Name: Neil A. Sweasy

Title: Vice President and Controller

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EXHIBIT INDEX

Exhibit  
Number

Description

3.1

Amended and Restated Articles of Incorporation of CenturyTel,  
Inc., as amended

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