

Embarq CORP
Form 4
May 19, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERKE THOMAS A

(Last) (First) (Middle)
5454 W 110TH STREET
(Street)

OVERLAND PARK, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Embarq CORP [EQ]

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 2,588 ⁽¹⁾ | D | |
| Common Stock | | | | | 100 ⁽¹⁾ | I | By 401k |

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

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SEC 1474 (9-02)

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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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 | 05/17/2006 | | A | 1,800 | (2) (2) | Common Stock | 1,800 |
| Restricted Stock Units | \$ 0 | 05/17/2006 | | A | 1,726 | (3) (3) | Common Stock | 1,726 |
| Restricted Stock Units | \$ 0 | 05/17/2006 | | A | 1,313 | (4) (4) | Common Stock | 1,313 |
| NQ Stock Option (right to buy) | \$ 120.97 | 05/17/2006 | | A | 510 | (5) 02/11/2007 | Common Stock | 510 |
| NQ Stock Option (right to buy) | \$ 128.99 | 05/17/2006 | | A | 2,793 | (5) 02/11/2007 | Common Stock | 2,793 |
| NQ Stock Option (right to buy) | \$ 145.37 | 05/17/2006 | | A | 465 | (5) 02/11/2007 | Common Stock | 465 |
| NQ Stock Option (right to buy) | \$ 215.93 | 05/17/2006 | | A | 102 | (5) 02/11/2007 | Common Stock | 102 |
| NQ Stock Option (right to buy) | \$ 120.97 | 05/17/2006 | | A | 3,661 | (5) 12/09/2007 | Common Stock | 3,661 |
| NQ Stock Option | \$ 128.99 | 05/17/2006 | | A | 3,592 | (5) 12/09/2007 | Common Stock | 3,592 |

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| | | | | | | | | | |
|--------------------------------|-----------|------------|---|-------|-----|------------|--------------|-------|--|
| (right to buy) | | | | | | | | | |
| NQ Stock Option (right to buy) | \$ 145.37 | 05/17/2006 | A | 293 | (5) | 12/09/2007 | Common Stock | 293 | |
| NQ Stock Option (right to buy) | \$ 195.13 | 05/17/2006 | A | 356 | (5) | 12/09/2007 | Common Stock | 356 | |
| NQ Stock Option (right to buy) | \$ 215.93 | 05/17/2006 | A | 705 | (5) | 12/09/2007 | Common Stock | 705 | |
| NQ Stock Option (right to buy) | \$ 49.12 | 05/17/2006 | A | 4,304 | (5) | 02/09/2008 | Common Stock | 4,304 | |
| NQ Stock Option (right to buy) | \$ 120.97 | 05/17/2006 | A | 740 | (5) | 02/09/2008 | Common Stock | 740 | |
| NQ Stock Option (right to buy) | \$ 120.97 | 05/17/2006 | A | 3,578 | (5) | 02/09/2008 | Common Stock | 3,578 | |
| NQ Stock Option (right to buy) | \$ 145.37 | 05/17/2006 | A | 103 | (5) | 02/09/2008 | Common Stock | 103 | |
| NQ Stock Option (right to buy) | \$ 195.13 | 05/17/2006 | A | 52 | (5) | 02/09/2008 | Common Stock | 52 | |
| NQ Stock Option (right to buy) | \$ 195.13 | 05/17/2006 | A | 692 | (5) | 02/09/2008 | Common Stock | 692 | |
| NQ Stock Option (right to buy) | \$ 215.93 | 05/17/2006 | A | 177 | (5) | 02/09/2008 | Common Stock | 177 | |
| NQ Stock Option (right to | \$ 215.93 | 05/17/2006 | A | 354 | (5) | 02/09/2008 | Common Stock | 354 | |

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| | | | | | | | | | |
|--------------------------------|-----------|------------|---|-------|-----|------------|--------------|-------|--|
| buy) | | | | | | | | | |
| NQ Stock Option (right to buy) | \$ 72.44 | 05/17/2006 | A | 1,804 | (5) | 02/08/2009 | Common Stock | 1,804 | |
| NQ Stock Option (right to buy) | \$ 72.44 | 05/17/2006 | A | 4,373 | (5) | 02/08/2009 | Common Stock | 4,373 | |
| NQ Stock Option (right to buy) | \$ 72.44 | 05/17/2006 | A | 8,609 | (5) | 02/08/2009 | Common Stock | 8,609 | |
| NQ Stock Option (right to buy) | \$ 187.35 | 05/17/2006 | A | 783 | (5) | 02/08/2009 | Common Stock | 783 | |
| NQ Stock Option (right to buy) | \$ 215.93 | 05/17/2006 | A | 312 | (5) | 02/08/2009 | Common Stock | 312 | |
| NQ Stock Option (right to buy) | \$ 215.93 | 05/17/2006 | A | 330 | (5) | 02/08/2009 | Common Stock | 330 | |
| NQ Stock Option (right to buy) | \$ 215.93 | 05/17/2006 | A | 993 | (5) | 02/08/2009 | Common Stock | 993 | |
| NQ Stock Option (right to buy) | \$ 40.76 | 05/17/2006 | A | 8,609 | (5) | 01/03/2010 | Common Stock | 8,609 | |
| NQ Stock Option (right to buy) | \$ 91.38 | 05/17/2006 | A | 2,152 | (5) | 01/03/2010 | Common Stock | 2,152 | |
| NQ Stock Option (right to buy) | \$ 40.76 | 05/17/2006 | A | 3,766 | (5) | 01/24/2010 | Common Stock | 3,766 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

GERKE THOMAS A
5454 W 110TH STREET
OVERLAND PARK, KS 66211

General Counsel

Signatures

Tracy D. Mackey,
attorney-in-fact

05/19/2006

__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) Includes shares distributed to the reporting person in connection with a pro-rata distribution of the issuer's shares to the stockholders of Sprint Nextel Corporation.
- (2) Units vest and shares will be delivered to reporting person on 02/10/07.
- (3) Units vest and shares will be delivered to reporting person on 02/08/08.
- (4) Units vest and shares will be delivered to reporting person on 02/10/08.
- (5) Option is fully vested and exercisable immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.