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CENTURYTEL INC  
Form 11-K  
June 27, 2003

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

Form 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

Commission file number 1-7784

A. Full title of the plan and the address of the plan, if different from  
that of the issuer named below:

CENTURYTEL, INC.  
UNION RETIREMENT SAVINGS PLAN AND TRUST

B. Name of issuer of the securities held pursuant to the plan and the  
address of its principal executive office:

CENTURYTEL, INC.  
100 CENTURYTEL DRIVE  
MONROE, LA 71203

Independent Auditors' Report

The Board of Directors  
CenturyTel, Inc.:

We have audited the accompanying statements of net assets available for benefits

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of CenturyTel, Inc. Union Retirement Savings Plan and Trust as of December 31, 2002 and 2001, and the related statement of changes in net assets available for benefits for the year ended December 31, 2002. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of CenturyTel, Inc. Union Retirement Savings Plan and Trust as of December 31, 2002 and 2001, and the changes in net assets available for benefits for the year ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

/s/ KPMG LLP

Shreveport, Louisiana  
June 6, 2003

CENTURYTEL, INC.  
UNION RETIREMENT SAVINGS PLAN AND TRUST  
Statements of Net Assets Available for Benefits  
December 31, 2002 and 2001

	2002	2001
-----		
PLAN ASSETS		
Investments, at fair value	\$ 7,876,480	8,666,619
Contributions receivable - employer	-	7,901
Contributions receivable - participants	-	18,176
-----		
NET ASSETS AVAILABLE FOR BENEFITS	\$ 7,876,480	8,692,696
=====		

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See accompanying notes to financial statements.

CENTURYTEL, INC.  
 UNION RETIREMENT SAVINGS PLAN AND TRUST  
 Statement of Changes in Net Assets Available for Benefits  
 For the year ended December 31, 2002

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Additions to net assets:	
Investment income (loss):	
Net depreciation in fair value of investments:	
Mutual funds	\$ (906,888)
Common stocks	(349,438)
Dividend and other income	118,713
Interest income	40,140
-----	
Net investment income (loss)	(1,097,473)
-----	
Contributions:	
Participants	449,779
Employer	193,299
-----	
Total contributions	643,078
-----	
Total investment income (loss) and contributions	(454,395)
-----	
Deductions from net assets:	
Participant withdrawals	361,821
-----	
Net decrease	(816,216)
Net assets available for benefits:	
Beginning of year	8,692,696
-----	
End of year	\$ 7,876,480
=====	

See accompanying notes to financial statements.

CENTURYTEL, INC.  
 UNION RETIREMENT SAVINGS PLAN AND TRUST  
 Notes to Financial Statements  
 December 31, 2002 and 2001

- (1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PROVISIONS OF THE PLAN
- Basis of Presentation

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The CenturyTel, Inc. Union Retirement Savings Plan and Trust (the Plan) was established on April 1, 1992. The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting and present the net assets available for benefits as of December 31, 2002 and 2001 and changes in net assets available for benefits for the year ended December 31, 2002. The Plan has made estimates in preparing the accompanying financial statements in accordance with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

The assets of the Plan are invested by the Trustee in various investment programs (funds) which are described in Note 2.

The following description of the Plan provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

### Participation

Participation in the Plan is available to each employee whose compensation and conditions of employment are covered by a collective bargaining agreement between the Communications Workers of America, Local 4370 and CenturyTel of Ohio, Inc. The Plan sponsor is CenturyTel, Inc. (the Company), the parent company of CenturyTel of Ohio, Inc.

In order to participate in the Plan, an employee must execute a Salary Deferral Agreement with the Company. In the Salary Deferral Agreement, which is executed either on-line or by telephone, an employee agrees to a deferral of between one percent and twenty-five percent of his base pay; however, the total amount contributed to the Plan cannot exceed \$11,000 for 2002 (as adjusted from year to year in accordance with Federal Law). The percentage of compensation a participant elects to defer applies to the participant's base pay not in excess of \$200,000 for 2002 (as adjusted in accordance with Federal Law) excluding severance pay, disability pay, reimbursements or other expense allowances, fringe benefits, moving expenses, deferred compensation, and welfare benefits. The amount of compensation deferred by each participant is credited to an account (Elective Deferral Account) maintained for each participant by the Trustee.

Effective June 3, 2002, participants age 50 years or older are allowed to make an additional contribution to the Plan each year in excess of the otherwise prescribed limits. The amount of the allowable additional contribution for a participant in 2002 was \$1,000; this amount will increase by \$1,000 each year to a maximum of \$5,000 in 2006 (which will thereafter be adjusted annually).

An employee is permitted to transfer to the Plan as a contribution his interest in another plan qualified under Section 401(k) of the Internal Revenue Code, as amended (the Code). Such contribution must qualify as a "rollover" contribution described in Section 402(c) or 408(d)(3) of the Code. Such a rollover will be credited to a rollover account on behalf of the participant (the Rollover/Transfer Account).

As of the end of each payroll period, the Company contributes to an account (Employer Match Account) for each participant a contribution equal to 55% of each such participant's contribution during such payroll period; however, this matching contribution applies only to the first 6% of such participant's base compensation contributed to the Plan by the employee. During 2002 the Company contributed \$193,299 to the Employer Match Account.

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The interest of a participant in his Elective Deferral Account and his Rollover/Transfer Account is fully vested and non-forfeitable at all times.

The interest of a participant in his Employer Match Account becomes fully vested after three years of service. A participant with less than three years of service has no vested interest in this account.

### Reports to Participants

Participants are furnished with quarterly statements which set forth the status of their accounts in the Plan.

### Forfeitures

A participant's non-vested account balances shall be forfeited as of the date upon which the participant's employment has terminated with the Company. Forfeiture amounts shall be utilized to reduce Company contributions.

### Distributions

If the employment of a participant with the employer ceases because of death, retirement, disability, termination of employment or for any other reason, the participant's vested interest in the Plan may be distributed to him or to his beneficiary in a lump sum or in periodic installments. If the participant dies without designating a beneficiary, his beneficiary shall be, in the order listed, (i) his spouse, (ii) his children, or (iii) his estate.

### Withdrawals

A participant who is an employee may make withdrawals from his after-tax investment account and may withdraw the entire balance.

A participant who is an employee and over age 59 1/2 may make withdrawals from his vested investment accounts prior to normal distribution requirements being met. A participant may make withdrawals from his Rollover/Transfer Account at any time. In addition, a hardship withdrawal may be made from an Elective Deferral Account or a Rollover/Transfer Account only as a result of financial hardship related to unreimbursable educational expenses, medical expenses which are not reimbursable by insurance, the need to pay for the funeral expenses of a family member, the prevention of eviction or foreclosure from the participant's principal residence, or for the purchase of the participant's principal residence. The determination of the existence of a financial hardship and the amount required to be distributed to meet the need created by the hardship shall be made uniformly and without discrimination at the sole discretion of the Plan administrator.

### Loans to Participants

The Plan has a provision whereby a participant can borrow from his Elective Deferral Account or Rollover/Transfer Account. The maximum loan is \$50,000 reduced by the excess, if any, of the highest outstanding loan balance during the previous year over the outstanding balance on the date of the new loan or 50% of the vested account balance. The loans are repaid through payroll deductions and the interest rate is the prime rate published in the Wall Street Journal on the last day of the previous quarter plus 1%. The loan repayment period may not exceed five years except for loans for the purchase of the participant's principal residence which may be for any period not to exceed fifteen years.

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### Trustee

The Trustee of the Plan, as of December 31, 2002, was T. Rowe Price Trust Company (T. Rowe Price). The Board of Directors of the Company may remove the Trustee and appoint a successor trustee. The Company and the Trustee have entered into a Trust Agreement which provides for the establishment of a Trust for the purpose of holding and investing the contributions to the Trust pursuant to the provisions of the Plan.

### Administration

The Company has appointed a committee to administer the Plan. The individuals who administer the Plan serve at the discretion of the Board of Directors of the Company and may be removed by the Board of Directors at any time. The administrative costs of the Plan are paid by the Company.

### Investment Valuation and Income Recognition

Investments in CenturyTel, Inc. Common Stock (CenturyTel Common Stock) are valued at the closing market price on December 31, 2002 and 2001, respectively. Other investments in the funds, which consist of shares of mutual funds, are valued by the Trustee based on the market value at year-end of the underlying assets of each fund. Purchases and sales of securities are recorded on a trade date basis. Loans to participants are valued at principal amount outstanding which approximates market value. Interest income is recorded on the accrual basis.

### Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to change, suspend or terminate the Plan at any time, subject to the provisions set forth in the Employee Retirement Income Security Act of 1974. However, the Company is required to comply with all relevant provisions of the applicable labor agreement.

## (2) DESCRIPTION OF THE FUNDS

The following is a description of each of the funds which had outstanding balances and were available to Plan participants as of December 31, 2002:

- (a) T. Rowe Price Equity Index 500 Fund - consists of investments in the same stocks and in substantially the same percentages as the S & P 500 Index (\$2,746,665 and \$3,470,586 at December 31, 2002 and 2001, respectively).
- (b) CenturyTel Common Stock Fund - consists of shares of CenturyTel Common Stock (\$2,538,918 and \$3,162,984 at December 31, 2002 and 2001, respectively).
- (c) Loan Fund - represents loans to participants from the participants' investment accounts (\$437,366 and \$510,635 at December 31, 2002 and 2001, respectively).
- (d) T. Rowe Price Summit Cash Reserves Fund - consists primarily of investments in various money market instruments (\$1,104,899 and \$723,867 at December 31, 2002 and 2001, respectively).
- (e) T. Rowe Price Equity Income Fund - consists primarily of investments in U. S. and foreign common stocks (\$114,290 and \$23,902 at December 31, 2002 and 2001, respectively).

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- (f) Janus Overseas Fund - consists primarily of investments in foreign equity securities (\$32,974 and \$46,801 at December 31, 2002 and 2001, respectively).
- (g) Janus Fund - consists primarily of investments in U. S. and foreign equity securities (\$42,416 and \$87,419 at December 31, 2002 and 2001, respectively).
- (h) T. Rowe Price Mid-Cap Growth Fund - consists primarily of investments in common stocks of companies whose market capitalization falls within the range of companies in the S&P MidCap 400 Index (\$49,241 and \$39,283 at December 31, 2002 and 2001, respectively).
- (i) Morgan Stanley Dean Witter Small Company Growth Portfolio Fund - consists primarily of investments in common stocks of small companies (\$51,530 and \$53,162 at December 31, 2002 and 2001, respectively).
- (j) PIMCO Total Return Fund - consists primarily of investments in debt securities (\$599,234 and \$463,087 at December 31, 2002 and 2001, respectively).
- (k) BGI Asset Allocation Fund - consists primarily of investments in common stocks, U. S. Treasury bonds and money market instruments (\$31,761 and \$15,347 at December 31, 2002 and 2001, respectively).
- (l) BGI LifePath Income Fund - consists primarily of investments in U.S. and foreign equity and debt securities and money market instruments and is managed for investors planning to retire (or begin to withdraw substantial portions of their investment) in the near future (\$10,355 and \$6,976 at December 31, 2002 and 2001, respectively).
- (m) BGI LifePath 2010 Fund - consists primarily of investments in U. S. and foreign equity and debt securities and money market instruments and is managed for investors planning to retire (or begin to withdraw substantial portions of their investment) around the year 2010 (\$99,731 and \$34,276 at December 31, 2002 and 2001, respectively).
- (n) BGI LifePath 2020 Fund - consists primarily of investments in U.S. and foreign equity and debt securities and money market instruments and is managed for investors planning to retire (or begin to withdraw substantial portions of their investment) around the year 2020 (\$12,761 and \$13,371 at December 31, 2002 and 2001, respectively).
- (o) BGI LifePath 2030 Fund - consists primarily of investments in U.S. and foreign equity and debt securities and money market instruments and is managed for investors planning to retire (or begin to withdraw substantial portions of their investment) around the year 2030 (\$2,578 and \$13,998 at December 31, 2002 and 2001, respectively).
- (p) BGI LifePath 2040 Fund - consists primarily of investments in U. S. and foreign equity and debt securities and money market instruments and is managed for investors planning to retire (or begin to withdraw substantial portions of their investment) around the year 2040 (\$1,761 and \$925 at December 31, 2002 and 2001, respectively).

Investments in CenturyTel Common Stock Fund, Loan Fund, T. Rowe Price Equity Index 500 Fund, T. Rowe Price Summit Cash Reserves Fund and PIMCO Total Return Fund were each greater than 5% of assets available for benefits at December 31, 2002.

A participant may instruct that all contributions to his accounts be allocated among the various funds. A participant may change his investment

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allocation instructions and contribution percentage at any time.

(3) INCOME TAXES

The Plan and related trust are designed to meet the necessary requirements of Internal Revenue Code Section 401(a) and, accordingly, the trust underlying the Plan is exempt from income taxation pursuant to Internal Revenue Code Section 501(a). A favorable determination letter was received in March 1996 related to the Plan. The Plan has been amended and restated since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the Internal Revenue Code.

(4) RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by T. Rowe Price, Barclays Global Investors Funds, Inc. (Barclays), Morgan Stanley Dean Witter Investment Management Inc. (Morgan Stanley), Janus Capital Corporation (Janus), or Pacific Investment Management Company (PIMCO). T. Rowe Price is the Trustee as defined by the Plan. Therefore, T. Rowe Price Barclays, Morgan Stanley, Janus and PIMCO qualify as parties-in-interest. Fees paid by the Company to T. Rowe Price for trustee, record keeping and other services amounted to \$17,030 for the year ended December 31, 2002.

(5) CONCENTRATION OF INVESTMENTS

As of December 31, 2002 and 2001, 32.2% and 36.4%, respectively of the assets available for benefits were invested in CenturyTel Common Stock. Substantially all of the remaining assets available for benefits were invested in mutual funds managed by T. Rowe Price, Barclays, Morgan Stanley, Janus, and PIMCO.

CENTURYTEL, INC.  
UNION RETIREMENT SAVINGS PLAN AND TRUST

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2002

Identity of issuer, borrower, lessor or similar party	Description of Investment	Current Value
Investment in CenturyTel Common Stock	86,417 shares at \$29.38 per share	\$ 2,538,918
Loan Fund (interest rates ranged from 5.75% to 12.50%)	-	437,366
Investment in Mutual Funds for Qualified Employee Benefit Plans:		
Managed by Barclays:		
Asset Allocation Fund	3,873 shares at \$8.20 per share	31,761
LifePath Income Fund	1,032 shares at \$10.03 per share	10,355
LifePath 2010 Fund	9,217 shares at \$10.82 per share	99,731

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LifePath 2020 Fund	1,073	shares at \$11.89 per share	12,761
LifePath 2030 Fund	223	shares at \$11.56 per share	2,578
LifePath 2040 Fund	144	shares at \$12.27 per share	1,761
Managed by Janus:			
Janus Overseas Fund	2,157	shares at \$15.29 per share	32,974
Janus Fund	2,380	shares at \$17.82 per share	42,416
Managed by Morgan Stanley:			
Small Co. Growth Portfolio Fund	7,098	shares at \$7.26 per share	51,530
Managed by PIMCO:			
PIMCO Total Return Fund	56,161	shares at \$10.67 per share	599,234
Managed by T. Rowe Price:			
Equity Income Fund	5,775	shares at \$19.79 per share	114,290
Equity Index 500 Fund	116,040	shares at \$23.67 per share	2,746,665
Mid-Cap Growth Fund	1,586	shares at \$31.04 per share	49,241
Summit Cash Reserves Fund	1,104,899	shares at \$1.00 per share	1,104,899
			\$ 7,876,480

Barclays, Janus, Morgan Stanley, PIMCO and T. Rowe Price are considered parties-in-interest. Additionally, CenturyTel, Inc., as sponsor of the Plan, is considered a party-in-interest.

- Notes:
- (1) These investments are greater than 5% of assets available for benefits.
  - (2) Information on cost of investments is excluded as all investments are participant directed.

SIGNATURE

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

CenturyTel, Inc.  
Union Retirement Savings Plan and Trust

June 27, 2003

/s/ R. Stewart Ewing, Jr.

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R. Stewart Ewing, Jr.  
Retirement Committee Member and  
Executive Officer of Issuer of Plan Securities

CENTURYTEL, INC.  
UNION RETIREMENT SAVINGS PLAN AND TRUST

Index to Exhibits

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Exhibit  
Number

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23.1 Independent Auditors' Consent

99 Certification pursuant to Section 906 of the  
Sarbanes-Oxley Act of 2002.