

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 *
Holland E J Jr

(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
X Officer (give title below) ___ Other (specify below)

SVP-Human Resources

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option (right to buy)	\$ 91.38	05/17/2006	A		1,866		<u>(1)</u>	05/11/2001	Common Stock	1,866	
NQ Stock Option (right to buy)	\$ 91.38	05/17/2006	A		3,094		<u>(1)</u>	05/11/2001	Common Stock	3,094	
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006	A		3,733		<u>(1)</u>	05/11/2001	Common Stock	3,733	
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006	A		6,188		<u>(1)</u>	05/11/2001	Common Stock	6,188	
NQ Stock Option (right to buy)	\$ 33.08	05/17/2006	A		1,940		<u>(1)</u>	02/19/2012	Common Stock	1,940	
NQ Stock Option (right to buy)	\$ 24.11	05/17/2006	A		3,881		<u>(1)</u>	02/19/2012	Common Stock	3,881	
NQ Stock Option (right to buy)	\$ 33.08	05/17/2006	A		5,165		<u>(1)</u>	02/19/2012	Common Stock	5,165	
NQ Stock Option (right to	\$ 24.11	05/17/2006	A		10,331		<u>(1)</u>	02/19/2012	Common Stock	10,331	

buy)									
NQ Stock Option (right to buy)	\$ 16.08	05/17/2006	A	5,475	<u>(2)</u>	03/27/2013	Common Stock	5,475	
NQ Stock Option (right to buy)	\$ 21.9	05/17/2006	A	10,950	<u>(2)</u>	03/27/2013	Common Stock	10,950	
NQ Stock Option (right to buy)	\$ 15.37	05/17/2006	A	2,192	<u>(2)</u>	03/27/2013	Common Stock	2,192	
NQ Stock Option (right to buy)	\$ 21.88	05/17/2006	A	4,385	<u>(2)</u>	03/27/2013	Common Stock	4,385	
NQ Stock Option (right to buy)	\$ 33.86	05/17/2006	A	4,661	<u>(3)</u>	02/10/2014	Common Stock	4,661	
NQ Stock Option (right to buy)	\$ 33.34	05/17/2006	A	9,322	<u>(3)</u>	02/10/2014	Common Stock	9,322	
NQ Stock Option (right to buy)	\$ 45.2	05/17/2006	A	12,287	<u>(4)</u>	02/08/2015	Common Stock	12,287	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holland E J Jr 5454 W. 110TH STREET OVERLAND PARK, KS 66211			SVP-Human Resources	

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) Option is fully vested and exercisable immediately.
- (2) Option vests in 4 equal annual installments beginning 03/24/04.
- (3) Option vests in 4 equal annual installments beginning 02/10/05.
- (4) Option vests in 4 equal annual installments beginning 02/08/06.

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.