

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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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 *
FULLER MICHAEL B

(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)

Chief Operating Officer

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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,904 ⁽⁴⁾	D	
Common Stock					1,322 ⁽⁴⁾	I	By 401k
Common Stock					758 ⁽⁴⁾	I	By Deferred Comp Plan

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/17/2006		A		3,712		(1)	(1)	Common Stock	3,712
Restricted Stock Units	\$ 0	05/17/2006		A		3,484		(2)	(2)	Common Stock	3,484
Restricted Stock Units	\$ 0	05/17/2006		A		2,650		(3)	(3)	Common Stock	2,650
NQ Stock Option (right to buy)	\$ 209.31	05/17/2006		A		589		(5)	02/11/2007	Common Stock	589
NQ Stock Option (right to buy)	\$ 209.31	05/17/2006		A		719		(5)	02/11/2007	Common Stock	719
NQ Stock Option (right to buy)	\$ 222.08	05/17/2006		A		228		(5)	02/11/2007	Common Stock	228
NQ Stock Option (right to buy)	\$ 98.33	05/17/2006		A		12,228		(5)	02/11/2007	Common Stock	12,228
NQ Stock Option (right to buy)	\$ 49.12	05/17/2006		A		18,677		(5)	02/09/2008	Common Stock	18,677
	\$ 49.12	05/17/2006		A		24,795		(5)	02/09/2008		24,795

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NQ Stock Option (right to buy)								Common Stock	
NQ Stock Option (right to buy)	\$ 49.12	05/17/2006	A	75,334	<u>(5)</u>	02/09/2008	Common Stock	75,334	
NQ Stock Option (right to buy)	\$ 209.31	05/17/2006	A	542	<u>(5)</u>	02/09/2008	Common Stock	542	
NQ Stock Option (right to buy)	\$ 222.08	05/17/2006	A	511	<u>(5)</u>	02/09/2008	Common Stock	511	
NQ Stock Option (right to buy)	\$ 222.08	05/17/2006	A	515	<u>(5)</u>	02/09/2008	Common Stock	515	
NQ Stock Option (right to buy)	\$ 222.08	05/17/2006	A	678	<u>(5)</u>	02/09/2008	Common Stock	678	
NQ Stock Option (right to buy)	\$ 222.08	05/17/2006	A	1,031	<u>(5)</u>	02/09/2008	Common Stock	1,031	
NQ Stock Option (right to buy)	\$ 222.08	05/17/2006	A	1,118	<u>(5)</u>	02/08/2009	Common Stock	1,118	
NQ Stock Option (right to buy)	\$ 222.08	05/17/2006	A	1,279	<u>(5)</u>	02/08/2009	Common Stock	1,279	
NQ Stock Option (right to buy)	\$ 222.08	05/17/2006	A	3,837	<u>(5)</u>	02/08/2009	Common Stock	3,837	
NQ Stock Option (right to buy)	\$ 72.44	05/17/2006	A	14,642	<u>(5)</u>	02/08/2009	Common Stock	14,642	
	\$ 72.44	05/17/2006	A	22,690	<u>(5)</u>	02/08/2009		22,690	

NQ Stock Option (right to buy)								Common Stock	
NQ Stock Option (right to buy)	\$ 72.44	05/17/2006	A	75,334	(5)	02/08/2009	Common Stock	75,334	
NQ Stock Option (right to buy)	\$ 57.97	05/17/2006	A	6,380	(5)	02/08/2009	Common Stock	6,380	
NQ Stock Option (right to buy)	\$ 91.38	05/17/2006	A	18,833	(5)	01/03/2010	Common Stock	18,833	
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006	A	75,334	(5)	01/03/2010	Common Stock	75,334	
NQ Stock Option (right to buy)	\$ 91.38	05/17/2006	A	13,990	(5)	01/24/2010	Common Stock	13,990	
NQ Stock Option (right to buy)	\$ 40.76	05/17/2006	A	38,205	(5)	01/24/2010	Common Stock	38,205	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER MICHAEL B 5454 W 110TH STREET OVERLAND PARK, KS 66211			Chief Operating Officer	

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) Units vest and shares will be delivered to reporting person on 02/10/07.
- (2) Units vest and shares will be delivered to reporting person on 02/08/08.
- (3) Units vest and shares will be delivered to reporting person on 02/10/08.
- (4) 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.
- (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.

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