

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 *
BLESSING WILLIAM R

(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)
SVP, Corp Strategy/Development

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					4,783 ⁽¹⁾	D	
Common Stock					125 ⁽¹⁾	I	By 401k

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

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(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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/17/2006		A		589		(2)	(2)	Common Stock	589
Restricted Stock Units	\$ 0	05/17/2006		A		534		(3)	(3)	Common Stock	534
Restricted Stock Units	\$ 0	05/17/2006		A		406		(4)	(4)	Common Stock	406
NQ Stock Option (right to buy)	\$ 40.33	05/17/2006		A		5,381		(5)	05/29/2007	Common Stock	5,381
NQ Stock Option (right to buy)	\$ 49.12	05/17/2006		A		8,132		(5)	02/09/2008	Common Stock	8,132
NQ Stock Option (right to buy)	\$ 49.12	05/17/2006		A		12,107		(5)	02/09/2008	Common Stock	12,107
NQ Stock Option (right to buy)	\$ 136.6	05/17/2006		A		5,799		(5)	05/29/2007	Common Stock	5,799
NQ Stock Option (right to buy)	\$ 136.6	05/17/2006		A		2,372		(5)	02/09/2008	Common Stock	2,372
NQ Stock Option (right to buy)	\$ 136.6	05/17/2006		A		2,678		(5)	08/12/2006	Common Stock	2,678

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NQ Stock Option (right to buy)	\$ 136.6	05/17/2006	A	7,720	<u>(5)</u>	02/09/2008	Common Stock	7,720
NQ Stock Option (right to buy)	\$ 187.35	05/17/2006	A	493	<u>(5)</u>	05/29/2007	Common Stock	493
NQ Stock Option (right to buy)	\$ 187.35	05/17/2006	A	539	<u>(5)</u>	02/09/2008	Common Stock	539
NQ Stock Option (right to buy)	\$ 187.35	05/17/2006	A	1,245	<u>(5)</u>	08/12/2006	Common Stock	1,245
NQ Stock Option (right to buy)	\$ 187.35	05/17/2006	A	1,555	<u>(5)</u>	02/09/2008	Common Stock	1,555
NQ Stock Option (right to buy)	\$ 220.33	05/17/2006	A	410	<u>(5)</u>	08/12/2006	Common Stock	410
NQ Stock Option (right to buy)	\$ 99.43	05/17/2006	A	2,081	<u>(5)</u>	05/29/2007	Common Stock	2,081
NQ Stock Option (right to buy)	\$ 220.33	05/17/2006	A	530	<u>(5)</u>	02/09/2008	Common Stock	530
NQ Stock Option (right to buy)	\$ 220.33	05/17/2006	A	1,061	<u>(5)</u>	02/09/2008	Common Stock	1,061
NQ Stock Option (right to buy)	\$ 220.33	05/17/2006	A	1,069	<u>(5)</u>	02/09/2008	Common Stock	1,069
NQ Stock Option (right to buy)	\$ 74.58	05/17/2006	A	805	<u>(5)</u>	05/29/2007	Common Stock	805
	\$ 220.33	05/17/2006	A	486	<u>(5)</u>	05/29/2007		486

								Common Stock	
NQ Stock Option (right to buy)									
NQ Stock Option (right to buy)	\$ 99.43	05/17/2006	A	2,590	(5)	05/29/2007	Common Stock	2,590	
NQ Stock Option (right to buy)	\$ 72.44	05/17/2006	A	58	(5)	02/08/2009	Common Stock	58	
NQ Stock Option (right to buy)	\$ 72.44	05/17/2006	A	1,032	(5)	02/08/2009	Common Stock	1,032	
NQ Stock Option (right to buy)	\$ 124.68	05/17/2006	A	1,180	(5)	02/08/2009	Common Stock	1,180	
NQ Stock Option (right to buy)	\$ 187.35	05/17/2006	A	3,272	(5)	02/08/2009	Common Stock	3,272	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLESSING WILLIAM R 5454 W 110TH STREET OVERLAND PARK, KS 66211			SVP,Corp Strategy/Development	

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.

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(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.

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