

Holland E J Jr  
 Form 4  
 April 22, 2008

**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)  
 04/18/2008

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-HR & Communications

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 04/18/2008                           |  | M <sup>(1)</sup>               | 12,428  | A \$ 0  | 18,774   | D  |
| Common Stock                    | 04/18/2008                           |  | F <sup>(2)</sup>               | 4,156   | D \$ 38.96  | 14,618   | D  |

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | \$ 0   | 04/18/2008                           |  | M                              | 8,274   | (3) (3)  | Common Stock  | 8,274   |
| Restricted Stock Units                     | \$ 0   | 04/18/2008                           |  | M                              | 3,865   | (4) (4)  | Common Stock  | 3,865   |
| Restricted Stock Units                     | \$ 0   | 04/18/2008                           |  | M                              | 289   | (5) (5)  | Common Stock  | 289   |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Holland E J Jr<br>5454 W. 110TH STREET<br>OVERLAND PARK, KS 66211 |               |           | SVP-HR & Communications |       |

## Signatures

Jeffrey M. Johns,  
attorney-in-fact

04/22/2008

\*\*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) Upon vesting of restricted stock units, an equivalent number of shares of Embarq common stock were delivered to the reporting person.
- (2) Represents shares withheld by Embarq Corporation to satisfy minimum statutory withholding requirements upon vesting of restricted stock units.
- (3) Award became fully vested and shares were delivered to Mr. Holland immediately after his 65th birthday pursuant to the terms of the award agreement. Award was granted on May 22, 2006. Original vesting schedule: Vests in 3 equal annual installments beginning on May 21, 2007.

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(4) Award became fully vested and shares were delivered to Mr. Holland immediately after his 65th birthday pursuant to the terms of the award agreement. Award was granted on July 28, 2006. Original vesting schedule: Vests in 2 equal annual installments beginning on February 7, 2008.

(5) Award became fully vested and shares were delivered to Mr. Holland immediately after his 65th birthday pursuant to the terms of the award agreement. Award was granted on February 21, 2007 as a performance adjustment to RSUs granted on July 28, 2006. Original vesting schedule: Vests in 2 equal annual installments beginning on February 7, 2008.

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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