

CENTEX CORP
Form 4
December 17, 2004

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 *
MURCHISON III CLINT W

(Last) (First) (Middle)

4144 N. CENTRAL EXPRESSWAY, SUITE 900

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CENTEX CORP [CTX]

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2004

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/15/2004 | | G | | 75,620 (1) | D | |
| Common Stock | 12/15/2004 | | G | | 75,620 (2) | I | By Family Lmted Ptr |

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 17.4112 | 12/15/2004 | | G | 53,328 <u>(1)</u> | 04/01/1998 04/01/2008 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 17.4112 | 12/15/2004 | | G | 53,328 <u>(2)</u> | 04/01/1998 04/01/2008 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 16.2287 | 12/15/2004 | | G | 53,328 <u>(1)</u> | 04/01/1999 04/01/2009 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 16.2287 | 12/15/2004 | | G | 53,328 <u>(2)</u> | 04/01/1999 04/01/2009 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 10.7156 | 12/15/2004 | | G | 10,888 <u>(1)</u> | 04/01/2000 04/01/2010 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 10.7156 | 12/15/2004 | | G | 10,888 <u>(2)</u> | 04/01/2000 04/01/2010 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 17.7139 | 12/15/2004 | | G | 10,592 <u>(1)</u> | 04/03/2001 04/03/2008 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 17.7139 | 12/15/2004 | | G | 10,592 <u>(2)</u> | 04/03/2001 04/03/2008 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 22.6824 | 12/15/2004 | | G | 9,000 <u>(1)</u> | 04/01/2002 04/01/2009 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 22.6824 | 12/15/2004 | | G | 9,000 <u>(2)</u> | 04/01/2002 04/01/2009 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 31.8364 | 12/15/2004 | | G | 11,176 <u>(1)</u> | 05/14/2003 05/14/2010 | Common Stock |

| | | | | | | | |
|---|------------|------------|---|---------------|------------|------------|-----------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 31.8364 | 12/15/2004 | G | 11,176 (2) | 05/14/2003 | 05/14/2010 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 45.24 | 12/15/2004 | G | 7,550 (1) | 05/14/2004 | 05/14/2011 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 45.24 | 12/15/2004 | G | 7,550 (2) | 05/14/2004 | 05/14/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MURCHISON III CLINT W 4144 N. CENTRAL EXPRESSWAY SUITE 900 DALLAS, TX 75204 | X | | | |

Signatures

/s/ Paul Johnston as POA for Clint W.
Murchison, III

12/16/2004

__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) Transfer to a family limited partnership of which the reporting person is a partner.
- (2) The reporting person disclaims beneficial ownership of the common stock and options held by the family limited partnership except to the extent of his pecuniary interest therein.

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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