CENTEX CORP

Form 4

December 17, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MURCHISON III CLINT W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

(Last)

(First) (Middle)

CENTEX CORP [CTX] 3. Date of Earliest Transaction

X_ Director 10% Owner Other (specify Officer (give title

4144 N. CENTRAL

(Street)

(State)

EXPRESSWAY, SUITE 900

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/15/2004

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DALLAS, TX 75204

(City)

1.Title of

Security

(Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

or Code V (D) Amount 75,620 D (1)

(A)

Α

Transaction(s) (Instr. 3 and 4) Price

75,620

D

Common Stock

Common

Stock

12/15/2004

12/15/2004

75,620 G (2)

G

\$0 0

\$0

By Family Lmtd Ptr

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

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (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	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 17.4112	12/15/2004		G		53,328 (1)	04/01/1998	04/01/2008	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 17.4112	12/15/2004		G	53,328 (2)		04/01/1998	04/01/2008	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 16.2287	12/15/2004		G		53,328 (1)	04/01/1999	04/01/2009	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 16.2287	12/15/2004		G	53,328 (2)		04/01/1999	04/01/2009	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 10.7156	12/15/2004		G		10,888 (1)	04/01/2000	04/01/2010	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 10.7156	12/15/2004		G	10,888 (2)		04/01/2000	04/01/2010	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 17.7139	12/15/2004		G		10,592 (1)	04/03/2001	04/03/2008	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 17.7139	12/15/2004		G	10,592 (2)		04/03/2001	04/03/2008	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 22.6824	12/15/2004		G		9,000 (1)	04/01/2002	04/01/2009	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 22.6824	12/15/2004		G	9,000 (2)		04/01/2002	04/01/2009	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 31.8364	12/15/2004		G		11,176 (1)	05/14/2003	05/14/2010	Common Stock

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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

**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. 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.

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