

CENTEX CORP  
Form 8-K  
September 20, 2002

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 17, 2002

**Centex Corporation**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State of other jurisdiction  
of incorporation)

**1-6776**  
(Commission File Number)

**75-0778259**  
(IRS Employer  
Identification No.)

**2728 N. Harwood Street, Dallas, Texas**  
(Address of principal executive offices)

**75201**  
(Zip code)

Registrant's telephone number including area code: **(214) 981-5000**

**Not Applicable**  
(Former name or former address if changed from last report)

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EX-5.1 Opinion of Raymond G. Smerge, Esq.

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Reference is hereby made to the Registrant's Registration Statement on Form S-3 (File No. 333-83212), filed with the Securities and Exchange Commission (the Commission) on February 22, 2002 and declared effective by telephonic confirmation from the Staff of the Commission thereby on March 1, 2002 (the Registration Statement), pursuant to which the Registrant registered \$1,500,000,000 aggregate initial offering price of its securities, for offer and sale in accordance with applicable provisions of the Securities Act of 1933, as amended.

On September 17, 2002, the Registrant entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities Inc., Banc of America Securities LLC, Credit Suisse First Boston Corporation, Salomon Smith Barney Inc., Banc One Capital Markets, Inc. and Credit Lyonnais Securities (USA) Inc. (collectively, the Underwriters), in connection with the public offering by the Underwriters of \$225,000,000 aggregate principal amount of the Registrant's 5.80% Senior Notes due 2009 (the Notes), covered by the Registration Statement. The Underwriting Agreement in the form in which it was executed is filed herewith as Exhibit 1.1.

The Registrant has previously entered into an Indenture, dated as of October 1, 1998 (the Indenture), with JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank), as trustee (the Trustee), with respect to the Registrant's senior debt securities. A copy of the Indenture in the form in which it was executed was filed as Exhibit 4.1 to the Registrant's Form 8-K (Date of Event: October 21, 1998) filed October 30, 1998, and is incorporated herein by reference.

Pursuant to the Indenture, the Registrant and the Trustee will enter into an Indenture Supplement No. 10 (the Indenture Supplement) which will provide for the issuance of the Notes. A copy of the Form of Indenture Supplement is filed herewith as Exhibit 4.2.

**Item 7. Financial Statements and Exhibits.**

Exhibit Number	Description
1.1	Underwriting Agreement, dated September 17, 2002, between Centex Corporation and J.P. Morgan Securities Inc., Banc of America Securities LLC, Credit Suisse First Boston Corporation, Salomon Smith Barney Inc., Banc One Capital Markets, Inc. and Credit Lyonnais Securities (USA) Inc.
4.1	Indenture dated October 1, 1998 between Centex Corporation and JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank) (filed as Exhibit 4.1 to the Registrant's Form 8-K dated October 21, 1998 and incorporated herein by reference).
4.2	Form of Indenture Supplement No. 10 dated as of September 20, 2002 with respect to the Notes, to be entered into by Centex Corporation and JPMorgan Chase Bank.
5.1	Opinion of Raymond G. Smerge, Esq.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CENTEX CORPORATION

By: /s/ LEDDON E. ECHOLS

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Name: Leldon E. Echols  
Title: Executive Vice President  
and Chief Financial Officer

Date: September 20, 2002.

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
1.1	Underwriting Agreement, dated September 17, 2002, between Centex Corporation, J.P. Morgan Securities Inc., Banc of America Securities LLC, Credit Suisse First Boston Corporation, Salomon Smith Barney Inc., Banc One Capital Markets, Inc. and Credit Lyonnais Securities (USA) Inc.
4.1	Indenture dated October 1, 1998 between Centex Corporation and JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank) (filed as Exhibit 4.1 to the Registrant's Form 8-K dated October 21, 1998 and incorporated herein by reference).
4.2	Indenture Supplement No. 10 dated as of September 20, 2002 with respect to the Senior Debt Securities, between Centex Corporation and JPMorgan Chase Bank.
5.1	Opinion of Raymond G. Smerge, Esq.