

Richter Scott James
 Form 4
 August 20, 2009

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 *
 Richter Scott James

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2728 N HARWOOD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/18/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-Ops Support, Centex Homes

DALLAS, TX 75201-1516

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/18/2009		J ⁽¹⁾	10,660 D \$ 11.95	72,323	D	
Common Stock	08/18/2009		D	30,819 D <u>(2)</u> <u>(5)</u>	41,504	D	
Common Stock	08/18/2009		D	9,522 D <u>(3)</u> <u>(5)</u>	31,982	D	
Common Stock	08/18/2009		D	31,982 D <u>(4)</u> <u>(5)</u>	0	D	

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

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(9-02)

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
Employee Stock Option (right to buy)	\$ 10.7156	08/18/2009		D	1,000	<u>(6)</u> 04/01/2010	Common Stock 1,000
Employee Stock Option (right to buy)	\$ 31.8364	08/18/2009		D	4,022	<u>(7)</u> 05/14/2010	Common Stock 4,022
Employee Stock Option (right to buy)	\$ 45.24	08/18/2009		D	8,905	<u>(8)</u> 05/14/2011	Common Stock 8,905
Employee Stock Option (right to buy)	\$ 57.36	08/18/2009		D	12,700	<u>(9)</u> 05/12/2012	Common Stock 12,700
Employee Stock Option (right to buy)	\$ 55.16	08/18/2009		D	3,222	<u>(10)</u> 05/11/2013	Common Stock 3,222
Employee Stock Option (right to buy)	\$ 45.53	08/18/2009		D	14,298	<u>(11)</u> 05/11/2014	Common Stock 14,298

buy)

Employee

Stock

Option	\$ 22.08	08/18/2009		D	37,926	<u>(12)</u>	05/07/2015	Common Stock	37,926
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richter Scott James 2728 N HARWOOD DALLAS, TX 75201-1516			EVP-Ops Support, Centex Homes	

Signatures

James R. Peacock III as attorney-in-fact for Scott J. Richter	08/20/2009
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**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) Forfeiture of restricted stock units awarded May 13, 2009 pursuant to the terms of the award agreement and the Agreement and Plan of Merger dated as of April 7, 2009 between Centex Corporation and Pulte Homes, Inc. ("Merger Agreement").
 - (2) Disposed of pursuant to the Merger Agreement in exchange for 22,100 shares of Pulte common stock, after reduction of shares to pay tax liability upon the vesting of restricted stock and stock units.
 - (3) Disposed of pursuant to the Merger Agreement in exchange for 9,283 shares of Pulte common stock owned directly.
 - (4) Disposed of pursuant to the Merger Agreement in exchange for 31,182 shares of restricted Pulte common stock that vest 1/3 each on March 31, 2010, 2011 and 2012, and are subject to partial accelerated vesting in the event of a qualified termination.
 - (5) On the merger effective date, shares of Pulte common stock had a market value of \$12.33 per share.
 - (6) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 975 shares of Pulte common stock for \$11.00 per share.
 - (7) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 3,921 shares of Pulte common stock for \$32.66 per share.
 - (8) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 8,682 shares of Pulte common stock for \$46.40 per share.
 - (9) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 12,382 shares of Pulte common stock for \$58.84 per share.
 - (10) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 3,141 shares of Pulte common stock for \$56.58 per share.
 - (11) This option, which provided for vesting in 3 equal annual installments beginning March 31, 2009, was assumed by Pulte Homes, Inc. in the merger and replaced with a fully vested option to purchase 13,940 shares of Pulte common stock for \$46.70 per share.
 - (12) This option, which provided for vesting in 3 equal annual installments beginning March 31, 2009, was assumed by Pulte Homes, Inc. in the merger and replaced with a fully vested option to purchase 36,977 shares of Pulte common stock for \$22.65 per share.

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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