

Barclay David L  
Form 4  
December 11, 2007

**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 \*  
Barclay David L

(Last) (First) (Middle)  
CEN  
TEX  
HOMES, 2527 CAMINO  
RAMON, STE. 250  
(Street)

SAN RAMON, CA 94583

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2007

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)  
Pres., Western Region -- Homes

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/07/2007		S		100	D	\$ 26.15 12,874
Common Stock	12/07/2007		M		30,664	A	\$ 17.7139 43,538
Common Stock	12/07/2007		S		1,100	D	\$ 25.77 42,438
Common Stock	12/07/2007		S		864	D	\$ 25.78 41,574
Common Stock	12/07/2007		S		300	D	\$ 25.8 41,274

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Common Stock	12/07/2007	S	100	D	\$ 25.81	41,174	D
Common Stock	12/07/2007	S	100	D	\$ 25.82	41,074	D
Common Stock	12/07/2007	S	1,400	D	\$ 25.83	39,674	D
Common Stock	12/07/2007	S	100	D	\$ 25.839	39,574	D
Common Stock	12/07/2007	S	1,800	D	\$ 25.84	37,774	D
Common Stock	12/07/2007	S	1,000	D	\$ 25.85	36,774	D
Common Stock	12/07/2007	S	300	D	\$ 25.86	36,474	D
Common Stock	12/07/2007	S	300	D	\$ 25.865	36,174	D
Common stock	12/07/2007	S	7,596	D	\$ 25.87	28,578	D
Common Stock	12/07/2007	S	700	D	\$ 25.8701	27,878	D
Common Stock	12/07/2007	S	3,104	D	\$ 25.88	24,774	D
Common Stock	12/07/2007	S	1,000	D	\$ 25.89	23,774	D
Common Stock	12/07/2007	S	100	D	\$ 25.895	23,674	D
Common Stock	12/07/2007	S	500	D	\$ 25.9	23,174	D
Common Stock	12/07/2007	S	4,000	D	\$ 25.91	19,174	D
Common Stock	12/07/2007	S	100	D	\$ 25.915	19,074	D
Common Stock	12/07/2007	S	2,000	D	\$ 25.92	17,074	D
Common Stock	12/07/2007	S	2,300	D	\$ 25.94	14,774	D
Common Stock	12/07/2007	S	600	D	\$ 25.95	14,174	D
Common Stock	12/07/2007	S	100	D	\$ 25.97	14,074	D
	12/07/2007	S	600	D	\$ 25.98	13,474	D

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Common Stock								
Common Stock	12/07/2007		S	600	D	\$ 26.05	12,874	D
Common Stock Units							42,686	D
Common Stock							3,159	I
								By 401k Plan

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Option (Right to Buy)	\$ 17.7139	12/07/2007		M	30,664	(1) 04/02/2008	Common Stock	30,664

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barclay David L CENTEX HOMES 2527 CAMINO RAMON, STE. 250 SAN RAMON, CA 94583			Pres., Western Region -- Homes	

## Signatures

/s/ James R. Peacock III as attorney in fact for David L. Barclay

12/11/2007

\_\_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) The award vested as follows: 20% on 3/31/1999, 20% on 3/31/2000, 20% on 3/31/2001, 20% on 3/31/2002 and 20% on 3/31/2003

### Remarks:

This is the second of two forms to report transactions on December 7, 2007.

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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