

CENTEX TRUST II
Form POS AM
September 04, 2009

As filed with the Securities and Exchange Commission on September 4, 2009

Registration Nos. 333-49966
333-49966-03
333-49966-04

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CENTEX CORPORATION
CENTEX TRUST I
CENTEX TRUST II

(Exact name of registrants as specified in its charter)

Nevada

75-0778259

Delaware

75-6588651

Delaware

75-6588652

*(State or other jurisdiction of incorporation
or organization)*

(I.R.S. Employer Identification Numbers)

c/o Pulte Homes, Inc.

**100 Bloomfield Hills Parkway, Suite 300
Bloomfield Hills, Michigan 48304
(248) 647-2750**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Steven M. Cook

Senior Vice President and Secretary

Centex Corporation

c/o Pulte Homes, Inc.

**100 Bloomfield Hills Parkway, Suite 300
Bloomfield Hills, Michigan 48304
(248) 647-2750**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Edgar Filing: CENTEX TRUST II - Form POS AM

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|--|--|--|---|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|--|--|--|---|

No additional securities are being registered. Registration fees were paid with the original filing of Registration Statement Nos. 333-49966, 333-49966-03 and 333-49966-04 on November 15, 2000. No additional registration fees are required.

TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1, filed by Centex Corporation, a Nevada corporation (Centex), Centex Trust I, a Delaware statutory trust, and Centex Trust II, a Delaware statutory trust (collectively, the Companies), deregisters all of the Companies securities that had been registered on the Companies Registration Statement on Form S-3 (File Nos. 333-49966, 333-49966-03 and 333-49966-04) (the Registration Statement) that remain unsold as of the date hereof.

On August 18, 2009, pursuant to an Agreement and Plan of Merger, dated as of April 7, 2009, by and among Centex, Pulte Homes, Inc., a Michigan corporation (Pulte), and Pi Nevada Building Company, a wholly owned subsidiary of Pulte (Merger Sub), Merger Sub merged with and into Centex, with Centex continuing as a surviving corporation and wholly owned subsidiary of Pulte (the Merger). In accordance with an undertaking made by the Companies in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the Companies securities that remain unsold at the termination of the offering, the Companies hereby remove from registration all securities under the Registration Statement that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on September 4, 2009.

CENTEX CORPORATION

By: /s/ Steven M. Cook
Senior Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|--|---|----------------------|
| /s/ Richard J. Dugas, Jr. Richard J. Dugas, Jr. | President and Member of the Board of Directors (Principal Executive Officer) | September 4, 2009 |
| /s/ Roger A. Cregg Roger A. Cregg | Executive Vice President, Chief Financial Officer and Member of the Board of Directors (Principal Financial Officer) | September 4, 2009 |
| /s/ Michael J. Schweninger Michael J. Schweninger | Vice President and Controller (Principal Accounting Officer) | September 4, 2009 |
| /s/ Steven M. Cook Steven M. Cook | Member of the Board of Directors | September 4, 2009 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on September 4, 2009.

CENTEX TRUST I

By: Centex Corporation, as Sponsor

By: /s/ Richard J. Dugas, Jr.

Name: Richard J. Dugas, Jr.

Title: President and Member of the Board
of Directors

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on September 4, 2009.

CENTEX TRUST II

By: Centex Corporation, as Sponsor

By: /s/ Richard J. Dugas, Jr.

Name: Richard J. Dugas, Jr.

Title: President and Member of the Board
of Directors