

CENTEX CORP  
Form S-3MEF  
January 28, 2005

**Table of Contents**

As filed with the Securities and Exchange Commission on January 28, 2005

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-3**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**CENTEX CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Nevada**

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

**2728 North Harwood  
Dallas, Texas 75201  
(214) 981-5000**

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

**75-0778259**

*(I.R.S. Employer  
Identification No.)*

**Brian J. Woram  
Senior Vice President and  
Chief Legal Officer  
2728 North Harwood  
Dallas, Texas 75201  
(214) 981-5000**

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

**Copy to:**

**James R. Doty  
Geoffrey L. Newton  
Baker Botts L.L.P.  
2001 Ross Avenue  
Dallas, Texas 75201-2980  
(214) 953-6500**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, as amended (the Securities Act), 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **333-49966**

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of each class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Senior Debt Securities of Centex Corporation	\$ 27,000,000	\$ 3,178

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act and exclusive of accrued interest, distributions and dividends, if any. The aggregate initial offering price of all securities issued from time to time pursuant to this registration statement shall not exceed \$27,000,000 or the equivalent thereof in foreign currencies, foreign currency units or composite currencies.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT.**

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**TABLE OF CONTENTS**

SIGNATURES

Opinion of Paul Johnston, Esq.

Consent of Ernst & Young LLP

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**Table of Contents**

**Explanatory Note**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3 (Registration No. 333-49966), as amended (the Original Form S-3 ), including the exhibits thereto and each of the documents incorporated by reference therein, which was declared effective by the Securities and Exchange Commission on December 7, 2000, are incorporated by reference in this registration statement.

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**Table of Contents****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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on January 28, 2005.

Centex Corporation

By: /s/ Timothy R. Eller  
 Timothy R. Eller  
*Chairman of the Board and  
 Chief Executive Officer*

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Timothy R. Eller</u> Timothy R. Eller	Chairman of the Board and Chief Executive Officer <i>(Principal Executive Officer)</i>	January 28, 2005
<u>/s/ Leldon Echols</u> Leldon Echols	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	January 28, 2005
<u>/s/ Mark D. Kemp</u> Mark D. Kemp	Senior Vice President and Controller <i>(Principal Accounting Officer)</i>	January 28, 2005
<u>*</u> Barbara T. Alexander	Director	January 28, 2005
<u>*</u> Dan W. Cook, III	Director	January 28, 2005
<u>*</u> Juan L. Elek	Director	January 28, 2005
<u>Thomas J. Faulk</u>		

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Director

January 28, 2005

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Clint W. Murchison,  
III

Director

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Frederic M. Poses

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**Table of Contents**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> James J. Postl	Director	
<hr/> /s/ David W. Quinn	Director	January 28, 2005
<hr/> David W. Quinn		
<hr/> Thomas M. Shoewe	Director	
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<p>* David W. Quinn, by signing his name hereto, does hereby sign this registration statement on behalf of the directors and officers of the registrant above whose typed names asterisks appear, pursuant to powers of attorney duly executed by such directors and officers and filed with the Securities and Exchange Commission.</p>		
<hr/> /s/ David W. Quinn		
<hr/> David W. Quinn Attorney-in-fact January 28, 2005		
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**Table of Contents**

**INDEX TO EXHIBITS**

**Exhibit  
Number**

**Exhibit**

5.1	Opinion of Paul Johnston, Esq.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Paul Johnston, Esq. (contained in his opinion filed as Exhibit 5.1).
24.1	Power of attorney of certain signatories (contained on the signature page of the Original Form S-3).