

CENTEX CORP
Form 4
August 20, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FALK THOMAS J

(Last) (First) (Middle)
PO BOX 619100
(Street)
DALLAS, TX 75261-9100
(City) (State) (Zip)

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

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

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 08/18/2009 | | D | 8,673 D <u>(1)</u> <u>(3)</u> | 9,430 | D | |
| Common Stock | 08/18/2009 | | D | 9,430 D <u>(2)</u> <u>(3)</u> | 0 | D | |
| Common Stock | 08/18/2009 | | D | 10,441 D <u>(2)</u> <u>(3)</u> | 0 | I | Family Limited Partnership |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474
(9-02)

number.

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 45.24 | 08/18/2009 | | D | 3,460 | <u>(4)</u> 05/14/2011 | Common Stock | 3,460 |
| Employee Stock Option (right to buy) | \$ 57.36 | 08/18/2009 | | D | 2,840 | <u>(5)</u> 05/12/2012 | Common Stock | 2,840 |
| Employee Stock Option (right to buy) | \$ 47.75 | 08/18/2009 | | D | 4,976 | <u>(6)</u> 07/13/2013 | Common Stock | 4,976 |
| Employee Stock Option (right to buy) | \$ 38.54 | 08/18/2009 | | D | 6,822 | <u>(7)</u> 07/27/2014 | Common Stock | 6,822 |
| Employee Stock Option (right to buy) | \$ 14.63 | 08/18/2009 | | D | 17,241 | <u>(8)</u> 07/01/2015 | Common Stock | 17,241 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

FALK THOMAS J
PO BOX 619100
DALLAS, TX 75261-9100

Signatures

James R. Peacock III as attorney-in-fact for Thomas J.
Falk

08/20/2009

__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).
- Disposed of pursuant to an Agreement and Plan of Merger dated as of April 7, 2009 between Centex Corporation and Pulte Homes, Inc.
- (1) ("Merger Agreement") in exchange for a restricted stock unit covering 8,456 shares of Pulte common stock to be settled on August 6, 2012.
 - (2) Disposed of pursuant to the Merger Agreement in exchange for (a) 9,194 shares of Pulte common stock owned directly, and (b) 10,150 shares of Pulte common stock owned indirectly.
 - (3) On the merger effective date, shares of Pulte common stock had a market value of \$12.33 per share.
 - (4) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 3,373 shares of Pulte common stock for \$46.40 per share.
 - (5) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 2,769 shares of Pulte common stock for \$58.84 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 4,851 shares of Pulte common stock for \$48.98 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 6,651 shares of Pulte common stock for \$39.53 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 16,809 shares of Pulte common stock for \$15.01 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.