

Smith Catherine R
Form 4
August 20, 2009

FORM 4

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

OMB APPROVAL

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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 *
Smith Catherine R

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 & CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/18/2009 | | J ⁽¹⁾ | | 23,987 | D | \$ 11.95 |
| Common Stock | 08/18/2009 | | D | | 112,002 | D | ⁽²⁾ ⁽⁵⁾ 95,354 |
| Common Stock | 08/18/2009 | | D | | 23,393 | D | ⁽³⁾ ⁽⁵⁾ 71,961 |
| Common Stock | 08/18/2009 | | D | | 71,961 | D | ⁽⁴⁾ ⁽⁵⁾ 0 |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 52.48 | 08/18/2009 | | D | 58,717 | <u>(6)</u> 10/16/2013 | Common Stock | 58,717 |
| Employee Stock Option (right to buy) | \$ 45.53 | 08/18/2009 | | D | 22,576 | <u>(7)</u> 05/10/2014 | Common Stock | 22,576 |
| Employee Stock Option (right to buy) | \$ 22.08 | 08/18/2009 | | D | 94,816 | <u>(8)</u> 05/07/2015 | Common Stock | 94,816 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Catherine R 2728 N HARWOOD DALLAS, TX 75201-1516 | | | EVP & CFO | |

Signatures

James R. Peacock III as attorney-in-fact for Catherine R. Smith 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).
- (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 69,395 shares of Pulte common stock, after reduction of shares to pay tax liability upon the vesting of restricted stock.
- (3) Disposed of pursuant to the Merger Agreement in exchange for 22,808 shares of Pulte common stock owned directly.
- (4) Disposed of pursuant to the Merger Agreement in exchange for 70,161 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 provided for vesting in 5 equal annual installments beginning October 16, 2007, was assumed by Pulte Homes, Inc. in the merger and replaced with a fully vested option to purchase 57,249 shares of Pulte common stock for \$53.83 per share.
- (7) 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 22,011 shares of Pulte common stock for \$46.70 per share.
- (8) 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 92,445 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. 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.