

ROSE MATTHEW K
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 *
ROSE MATTHEW K

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

PO BOX 961052

(Street)

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

FORT WORTH, TX 76161-0052

(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 (D) Price			
Common Stock	08/18/2009		D	8,673 D $\frac{(1)}{(3)}$	11,525	D	
Common Stock	08/18/2009		D	11,525 D $\frac{(2)}{(3)}$	0	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 38.54	08/18/2009		D		6,822	<u>(4)</u>	07/27/2014		Common Stock	6,822
Employee Stock Option (right to buy)	\$ 14.63	08/18/2009		D		17,241	<u>(5)</u>	07/01/2015		Common Stock	17,241

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE MATTHEW K PO BOX 961052 FORT WORTH, TX 76161-0052		X		

Signatures

James R. Peacock III as attorney-in-fact for Matthew K.
Rose 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 11,236 shares of Pulte common stock owned directly.
 - (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 6,651 shares of Pulte common stock for \$39.53 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 16,809 shares of Pulte common stock for \$15.01 per share.

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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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