

CENTEX CORP
Form 4
December 17, 2004

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 *
MURCHISON III CLINT W

(Last) (First) (Middle)

4144 N. CENTRAL EXPRESSWAY, SUITE 900

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2004

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/15/2004		G		75,620 (1)	D	
Common Stock	12/15/2004		G		75,620 (2)	I	By Family Lmted Ptr

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 17.4112	12/15/2004		G		53,328	<u>(1)</u>	04/01/1998	04/01/2008	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 17.4112	12/15/2004		G		53,328	<u>(2)</u>	04/01/1998	04/01/2008	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 16.2287	12/15/2004		G		53,328	<u>(1)</u>	04/01/1999	04/01/2009	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 16.2287	12/15/2004		G		53,328	<u>(2)</u>	04/01/1999	04/01/2009	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 10.7156	12/15/2004		G		10,888	<u>(1)</u>	04/01/2000	04/01/2010	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 10.7156	12/15/2004		G		10,888	<u>(2)</u>	04/01/2000	04/01/2010	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 17.7139	12/15/2004		G		10,592	<u>(1)</u>	04/03/2001	04/03/2008	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 17.7139	12/15/2004		G		10,592	<u>(2)</u>	04/03/2001	04/03/2008	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 22.6824	12/15/2004		G		9,000	<u>(1)</u>	04/01/2002	04/01/2009	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 22.6824	12/15/2004		G		9,000	<u>(2)</u>	04/01/2002	04/01/2009	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 31.8364	12/15/2004		G		11,176	<u>(1)</u>	05/14/2003	05/14/2010	Common Stock

