

CENTEX CORP
Form 4
December 17, 2004

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

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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 (A) or (D) Price		
Common Stock	12/15/2004		G		75,620 (1) D \$ 0 0	D	
Common Stock	12/15/2004		G		75,620 (2) A \$ 0 75,620	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

Non-Qualified Stock Option (Right to Buy)	\$ 31.8364	12/15/2004	G	11,176 <u>(2)</u>	05/14/2003	05/14/2010	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 45.24	12/15/2004	G	7,550 <u>(1)</u>	05/14/2004	05/14/2011	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 45.24	12/15/2004	G	7,550 <u>(2)</u>	05/14/2004	05/14/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURCHISON III CLINT W 4144 N. CENTRAL EXPRESSWAY SUITE 900 DALLAS, TX 75204	X			

Signatures

/s/ Paul Johnston as POA for Clint W.
Murchison, III

12/16/2004

__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) Transfer to a family limited partnership of which the reporting person is a partner.
- (2) The reporting person disclaims beneficial ownership of the common stock and options held by the family limited partnership except to the extent of his pecuniary interest therein.

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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