

COOK III DAN W
Form 4
December 13, 2005

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 *
COOK III DAN W

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE 1050

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2005

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/09/2005		M		52,662	A	\$ 7.904
Common Stock	12/09/2005		S		362	D	\$ 70.11
Common Stock	12/09/2005		S		52,300	D	\$ 70
Common Stock	12/09/2005		M		40,250	A	\$ 17.4112
Common Stock	12/09/2005		S		1,950	D	\$ 70.03

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Common Stock	12/09/2005	S	1,600	D	\$ 70.06	36,700	D
Common Stock	12/09/2005	S	1,500	D	\$ 70.04	35,200	D
Common Stock	12/09/2005	S	3,700	D	\$ 70	31,500	D
Common Stock	12/09/2005	S	200	D	\$ 70.01	31,300	D
Common Stock	12/09/2005	S	18,500	D	\$ 70.02	12,800	D
Common Stock	12/09/2005	S	2,400	D	\$ 70.05	10,400	D
Common Stock	12/09/2005	S	1,400	D	\$ 70.08	9,000	D
Common Stock	12/09/2005	S	6,500	D	\$ 70.1	2,500	D
Common Stock	12/09/2005	S	1,400	D	\$ 70.07	1,100	D
Common Stock	12/09/2005	S	1,100	D	\$ 70.09	0	D
Common Stock						10,316	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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 7.904	12/09/2005		M	52,662	⁽¹⁾ 04/01/2007	Common Stock	52,662

(Right to Buy)

Non-Qualified Stock Option (Right to Buy)	\$ 17.4112	12/09/2005	M	40,250	<u>(2)</u>	04/01/2008	Common Stock	40,2
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK III DAN W 200 CRESCENT COURT SUITE 1050 DALLAS, TX 75201	X			

Signatures

/s/ James R. Peacock III as attorney-in-fact for Dan W. Cook III	12/13/2005
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 **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) Options vested as follows: 4/1/97, 52,662

(2) Options vested as follows: 4/1/98, 53,328

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.