

ELLER TIMOTHY 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 *
ELLER TIMOTHY R

(Last) (First) (Middle)
2728 N HARWOOD
(Street)

DALLAS, TX 75201-1516

(City) (State) (Zip)

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

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

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)
Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/18/2009 | | D | 341,763 D <u>(1)</u> <u>(6)</u> | 555,850 | D | |
| Common Stock | 08/18/2009 | | D | 555,850 D <u>(2)</u> <u>(6)</u> | 0 | D | |
| Common Stock | 08/18/2009 | | D | 164,800 D <u>(3)</u> <u>(6)</u> | 0 | I | Family Limited Partnership <u>(4)</u> |
| Common Stock | 08/18/2009 | | D | 12,888 D <u>(5)</u> <u>(6)</u> | 0 | I | 401K Plan |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 10.7156 | 08/18/2009 | | D | 344,408 | <u>(7)</u> 04/01/2010 | Common Stock 344,400 |
| Employee Stock Option (right to buy) | \$ 31.8364 | 08/18/2009 | | D | 218,754 | <u>(8)</u> 05/14/2010 | Common Stock 218,750 |
| Employee Stock Option (right to buy) | \$ 45.24 | 08/18/2009 | | D | 216,000 | <u>(9)</u> 05/14/2011 | Common Stock 216,000 |
| Employee Stock Option (right to buy) | \$ 57.36 | 08/18/2009 | | D | 216,000 | <u>(10)</u> 05/12/2012 | Common Stock 216,000 |
| Employee Stock Option (right to buy) | \$ 54.5 | 08/18/2009 | | D | 264,778 | <u>(11)</u> 05/11/2013 | Common Stock 264,778 |
| Employee Stock Option (right to buy) | \$ 45.53 | 08/18/2009 | | D | 90,307 | <u>(12)</u> 05/10/2014 | Common Stock 90,307 |

Employee

Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|---------|------|------------|-----------------|--------|
| Option (right to buy) | \$ 22.08 | 08/18/2009 | D | 252,844 | (13) | 05/07/2015 | Common Stock | 252,84 |
|-----------------------------|----------|------------|---|---------|------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ELLER TIMOTHY R 2728 N HARWOOD DALLAS, TX 75201-1516 | X | | Chief Executive Officer | |

Signatures

James R. Peacock III as attorney-in-fact for Timothy R.
Eller

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) Disposed of pursuant to an Agreement and Plan of Merger dated as of April 7, 2009 between Centex Corporation and Pulte Homes, Inc. ("Merger Agreement") in exchange for 211,760 shares of Pulte common stock, after reduction of shares to pay tax liability upon the vesting of 341,763 shares of restricted stock.
- (2) Disposed of pursuant to the Merger Agreement in exchange for 541,953 shares of Pulte common stock owned directly.
- (3) Disposed of pursuant to the Merger Agreement in exchange for 160,680 shares of Pulte common stock owned indirectly.
- (4) These shares are owned directly by Granite Springs, Ltd., a limited partnership. The reporting person is a general partner of such partnership.
- (5) Disposed of pursuant to the Merger Agreement in exchange for an estimated 12,565 shares of Pulte common stock owned indirectly.
- (6) On the merger effective date, shares of Pulte common stock had a market value of \$12.33 per share.
- (7) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 335,797 shares of Pulte common stock for \$11.00 per share.
- (8) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 213,285 shares of Pulte common stock for \$32.66 per share.
- (9) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 210,600 shares of Pulte common stock for \$46.40 per share.
- (10) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 210,600 shares of Pulte common stock for \$58.84 per share.
- (11) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 258,158 shares of Pulte common stock for \$55.90 per share.
- (12) 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 88,049 shares of Pulte common stock for \$46.70 per share.
- (13) 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 246,522 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.

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