

Richter Scott James
Form 4
May 15, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Richter Scott James

(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)
05/13/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP - Ops Support, Centex

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	05/13/2009		A	(A) or (D) Amount 42,642 (1)	Price \$ 0 (1)	82,983 (1) (2)	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: Richter Scott James - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Richter Scott James 2728 N HARWOOD DALLAS, TX 75201-1516	EVP - Ops Support, Centex

Signatures

/s/ James R. Peacock III as attorney-in-fact for Scott James Richter
 05/15/2009
 **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).

Includes 31,982 shares of restricted stock and a restricted stock unit award for 10,660 shares, each granted on May 13, 2009. The restricted stock award vests 33 1/3% on 3/31/10, 3/31/11, and 3/31/12; provided that the award is subject to a performance condition that will be evaluated after 3/31/10 that may result in a forfeiture of all or part of the award, and the first vesting is suspended until the

(1) determination of the satisfaction with the vesting condition. Each stock unit will entitle the reporting person to one share of the issuer's common stock upon vesting, 33 1/3% on 3/31/10, 3/31/11 and 3/31/12. However, if the announced combination with Pulte Homes, Inc. is consummated, (a) the performance condition on the restricted stock award will be deemed satisfied at target level and (b) the stock unit award will be forfeited.

Includes a restricted stock unit award granted on 5/10/07 for a total of 5,216 units. Each unit will entitle the reporting person to one share

(2) of the issuer's common stock upon vesting. 33 1/3% vested on 3/31/09, 33 1/3% will vest on 3/31/10, and 33 1/3% will vest on 3/31/11. 3,478 shares remain unissued under the grant.

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.