MURCHISON III CLINT W
Form 4
August 20, 2009

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MURCHISON III CLINT W

(Last) (First) (Middle)

4144 N CENTRAL EXPWY

(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)
08/18/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/18/2009		D		8,673	D	(1) (3)	28,433	D	
Common Stock	08/18/2009		D		28,433	D	(2) (3)	0	D	
Common Stock	08/18/2009		D		128,948	D	(2) (3)	0	I	Family Limited Partnership

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

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number.

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 or Number of Shares
Employee Stock Option (right to buy)	$ 10.7156	08/18/2009		D			10,888	(4)	04/01/2010	Common Stock	10,888
Employee Stock Option (right to buy)	$ 31.8364	08/18/2009		D			11,176	(5)	05/14/2010	Common Stock	11,176
Employee Stock Option (right to buy)	$ 45.24	08/18/2009		D			7,550	(6)	05/14/2011	Common Stock	7,550
Employee Stock Option (right to buy)	$ 57.36	08/18/2009		D			5,680	(7)	05/12/2012	Common Stock	5,680
Employee Stock Option (right to buy)	$ 47.75	08/18/2009		D			4,976	(8)	07/13/2013	Common Stock	4,976
Employee Stock Option (right to buy)	$ 38.54	08/18/2009		D			6,822	(9)	07/27/2014	Common Stock	6,822
Employee Stock	$ 14.63	08/18/2009		D			17,241	(10)	07/01/2015	Common Stock	17,241

Option (right to buy)

Reporting Owners

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

Signatures

James R. Peacock III as attorney-in-fact for Clint W. Murchison, III	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 a restricted stock unit covering 8,456 shares of Pulte common stock to be settled on August 6, 2012.

(2) Disposed of pursuant to the Merger Agreement in exchange for (a) 27,721 shares of Pulte common stock owned directly, and (b) 125,724 shares of Pulte common stock owned indirectly.

(3) On the merger effective date, shares of Pulte common stock had a market value of $12.33 per share.

(4) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 10,615 shares of Pulte common stock for $11.00 per share.

(5) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 10,896 shares of Pulte common stock for $32.66 per share.

(6) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 7,361 shares of Pulte common stock for $46.40 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 5,538 shares of Pulte common stock for $58.84 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 4,851 shares of Pulte common stock for $48.98 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 6,651 shares of Pulte common stock for $39.53 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 16,809 shares of Pulte common stock for $15.01 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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