

Hannigan Andrew J  
 Form 4  
 November 28, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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).

**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 \*  
 Hannigan Andrew J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/23/2005

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Chairman & CEO/Centex Homes

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)  | Price   |  |   |
| Common Stock                    | 11/25/2005                           |  | S <sup>(1)</sup>               | 3,900 D   | \$ 75.3   | 14,300   | D   |
| Common Stock                    | 11/25/2005                           |  | S <sup>(1)</sup>               | 300 D   | \$ 75.31  | 14,000   | D   |
| Common Stock                    | 11/25/2005                           |  | S <sup>(1)</sup>               | 500 D   | \$ 75.32  | 13,500   | D   |
| Common Stock                    | 11/25/2005                           |  | S <sup>(1)</sup>               | 1,900 D   | \$ 75.33  | 11,600   | D   |
| Common Stock                    | 11/25/2005                           |  | S <sup>(1)</sup>               | 800 D   | \$ 75.35  | 10,800   | D   |

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|                                   |            |                  |       |   |          |         |   |                       |
|-----------------------------------|------------|------------------|-------|---|----------|---------|---|-----------------------|
| Common Stock                      | 11/25/2005 | S <sup>(1)</sup> | 3,400 | D | \$ 75.36 | 7,400   | D |                       |
| Common Stock                      | 11/25/2005 | S <sup>(1)</sup> | 2,200 | D | \$ 75.37 | 5,200   | D |                       |
| Common Stock                      | 11/25/2005 | S <sup>(1)</sup> | 2,100 | D | \$ 75.38 | 3,100   | D |                       |
| Common Stock                      | 11/25/2005 | S <sup>(1)</sup> | 1,100 | D | \$ 75.39 | 2,000   | D |                       |
| Common Stock                      | 11/25/2005 | S <sup>(1)</sup> | 1,500 | D | \$ 75.4  | 500     | D |                       |
| Common Stock                      | 11/25/2005 | S <sup>(1)</sup> | 200   | D | \$ 75.41 | 300     | D |                       |
| Common Stock                      | 11/25/2005 | S <sup>(1)</sup> | 300   | D | \$ 75.43 | 0       | D |                       |
| Common Stock                      |            |                  |       |   |          | 740     | D |                       |
| Common Stock Units <sup>(2)</sup> |            |                  |       |   |          | 270,915 | D |                       |
| Common Stock                      |            |                  |       |   |          | 17,895  | I | By 401-K              |
| Common Stock                      |            |                  |       |   |          | 157,840 | I | By family partnership |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |       |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                           | Expiration Date   | Title | Amount or Number |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |                             |
|--|---------------|-----------|---------|-----------------------------|
|  | Director      | 10% Owner | Officer | Other                       |
| Hannigan Andrew J<br>2728 N. HARWOOD<br>DALLAS, TX 75201 |               |           |         | Chairman & CEO/Centex Homes |

## Signatures

/s/ James R. Peacock III as attorney-in-fact for Andrew J.  
Hannigan

11/28/2005

\_\_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) The transactions reported in this Form 4 were effected by a broker pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2005.
- This amount represents an award of units and the right to receive one share of Centex common stock at the time the award is paid. The 4/1/02 award vests 25% each year. The 5/14/03 award vests at the rate of 8.25% per quarter in fiscal 2004, 8.25% per quarter in 2005 and
- (2) 8.50% per quarter in 2006. The 5/14/04 award vests at the rate of 8.25% per quarter in fiscal 2005, 8.25% in fiscal 2006 and 8.50% in fiscal 2007. The 5/12/05 award vests at the rate of 8.25% per quarter in fiscal 2006, 8.25% in fiscal 2007 and 8.50% in fiscal 2008.

### Remarks:

Form 2 of 2

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.