ALEXANDER STILES BARBARA
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 *
ALEXANDER STILES BARBARA

(Last) (First) (Middle)

87 MONARCH BAY DRIVE

(Street)

DANA POINT, CA 92629

(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) | 50,931 | D | |
| Common Stock | 08/18/2009 | | D | | 50,931 | D | (2) (3) | 0 | 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 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 | | | 6,266 | (5) | 05/14/2010 | Common Stock | 6,266 |
| Employee Stock Option (right to buy) | $ 45.24 | 08/18/2009 | | D | | | 3,775 | (6) | 05/14/2011 | Common Stock | 3,775 |
| Employee Stock Option (right to buy) | $ 57.36 | 08/18/2009 | | D | | | 2,840 | (7) | 05/12/2012 | Common Stock | 2,840 |
| 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 Option (right to buy) | $ 14.63 | 08/18/2009 | | D | | | 17,241 | (10) | 07/01/2015 | Common Stock | 17,241 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ALEXANDER STILES BARBARA<br>87 MONARCH BAY DRIVE<br>DANA POINT, CA 92629 | X | | | |

# Signatures

| | |
|---|---|
| James R. Peacock III as attorney-in-fact for Barbara T. Alexander | 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 49,657 shares of Pulte common stock owned directly.

**(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 6,109 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 3,680 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 2,769 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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