

KEMP MARK D
Form 4
August 20, 2009

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 *
KEMP MARK D

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)
08/18/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Controller

DALLAS, TX 75201-1516

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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/18/2009		J ⁽¹⁾	6,663 D \$ 11.95	49,255	D	
Common Stock	08/18/2009		D	22,308 D <u>(2)</u> <u>(5)</u>	26,947	D	
Common Stock	08/18/2009		D	6,958 D <u>(3)</u> <u>(5)</u>	19,989	D	
Common Stock	08/18/2009		D	19,989 D <u>(4)</u> <u>(5)</u>	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.6419	08/18/2009		D	11,110	<u>(6)</u> 12/16/2009	Common Stock	11,110	
Employee Stock Option (right to buy)	\$ 31.8364	08/18/2009		D	11,110	<u>(7)</u> 05/14/2010	Common Stock	11,110	
Employee Stock Option (right to buy)	\$ 45.24	08/18/2009		D	30,000	<u>(8)</u> 05/14/2011	Common Stock	30,000	
Employee Stock Option (right to buy)	\$ 57.36	08/18/2009		D	30,000	<u>(9)</u> 05/12/2012	Common Stock	30,000	
Employee Stock Option (right to buy)	\$ 54.5	08/18/2009		D	7,360	<u>(10)</u> 05/11/2013	Common Stock	7,360	
Employee Stock Option (right to buy)	\$ 49.04	08/18/2009		D	35,000	<u>(11)</u> 06/01/2013	Common Stock	35,000	

buy)

Employee
Stock

Option (right to buy)	\$ 45.53	08/18/2009	D	4,871	<u>(12)</u>	05/10/2014	Common Stock	4,871
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Employee
Stock

Option (right to buy)	\$ 22.08	08/18/2009	D	11,061	<u>(13)</u>	05/07/2015	Common Stock	11,061
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEMP MARK D 2728 N HARWOOD DALLAS, TX 75201-1516			SVP & Controller	

Signatures

James R. Peacock III as attorney-in-fact for Mark D.
Kemp

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) Forfeiture of restricted stock units awarded May 13, 2009 pursuant to the terms of the award agreement and the Agreement and Plan of Merger dated as of April 7, 2009 between Centex Corporation and Pulte Homes, Inc. ("Merger Agreement").
- (2) Disposed of pursuant to the Merger Agreement in exchange for 16,164 shares of Pulte common stock, after reduction of shares to pay tax liability upon the vesting of restricted stock and stock units.
- (3) Disposed of pursuant to the Merger Agreement in exchange for 6,784 shares of Pulte common stock owned directly.
- (4) Disposed of pursuant to the Merger Agreement in exchange for 19,489 shares of restricted Pulte common stock that vest 1/3 each on March 31, 2010, 2011 and 2012, and are subject to partial accelerated vesting in the event of a qualified termination.
- (5) On the merger effective date, shares of Pulte common stock had a market value of \$12.33 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 10,832 shares of Pulte common stock for \$23.23 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 10,832 shares of Pulte common stock for \$32.66 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 29,250 shares of Pulte common stock for \$46.40 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 29,250 shares of Pulte common stock for \$58.84 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 7,176 shares of Pulte common stock for \$55.90 per share.

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- (11) This option, which was fully vested, was assumed by Pulte Homes, Inc. in the merger and replaced with an option to purchase 34,125 shares of Pulte common stock for \$50.30 per share.
- (12) This option, which provided for vesting in 3 equal annual installments beginning March 31, 2008, was assumed by Pulte Homes, Inc. in the merger and replaced with a fully vested option to purchase 4,749 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 10,784 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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