

Bosch Joseph A
Form 4
August 20, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bosch Joseph A

(Last) (First) (Middle)

2728 N HARWOOD

(Street)

DALLAS, TX 75201

(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)

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

SVP - Human Resources

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	08/18/2009		J ⁽¹⁾	13,326 D	\$ 11.95	112,271	D
Common Stock	08/18/2009		D	61,003 D	⁽²⁾ ⁽⁵⁾	51,268	D
Common Stock	08/18/2009		D	11,290 D	⁽³⁾ ⁽⁵⁾	39,978	D
Common Stock	08/18/2009		D	39,978 D	⁽⁴⁾ ⁽⁵⁾	0	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 50.9	08/18/2009		D		23,338		<u>(6)</u>	06/26/2013	Common Stock	23,338
Employee Stock Option (right to buy)	\$ 45.53	08/18/2009		D		15,051		<u>(7)</u>	05/10/2014	Common Stock	15,051
Employee Stock Option (right to buy)	\$ 22.08	08/18/2009		D		37,926		<u>(8)</u>	05/07/2015	Common Stock	37,926

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bosch Joseph A 2728 N HARWOOD DALLAS, TX 75201	SVP - Human Resources

Signatures

James R. Peacock III as attorney-in-fact for Joseph A.
Bosch 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 43,743 shares of Pulte common stock, after reduction of shares to pay tax liability upon the vesting of restricted stock.
- (3) Disposed of pursuant to the Merger Agreement in exchange for 11,007 shares of Pulte common stock owned directly.
- (4) Disposed of pursuant to the Merger Agreement in exchange for 38,978 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 provided for vesting in 5 equal annual installments beginning June 26, 2007, was assumed by Pulte Homes, Inc. in the merger and replaced with a fully vested option to purchase 22,754 shares of Pulte common stock for \$52.21 per share.
- (7) 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 14,674 shares of Pulte common stock for \$46.70 per share.
- (8) 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 36,977 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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