

KEMP MARK D
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 *
KEMP MARK D

(Last) (First) (Middle)

2728 N HARWOOD

(Street)

DALLAS, TX 75201-1516

(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 & Controller

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⁾	6,663 D	\$ 11.95	49,255	D
Common Stock	08/18/2009		D	22,308 D	(2) (5)	26,947	D
Common Stock	08/18/2009		D	6,958 D	(3) (5)	19,989	D
Common Stock	08/18/2009		D	19,989 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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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)	\$ 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	\$ 49.04	08/18/2009		D	35,000	<u>(11)</u>	06/01/2013	Common Stock	35,000

buy)

Employee
Stock

Option	\$ 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	\$ 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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