

Barclay David L
Form 4
December 11, 2007

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 *
Barclay David L

(Last) (First) (Middle)
CEN
TEX
RAMON, STE. 250
(Street)

SAN RAMON, CA 94583

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., Western Region -- Homes

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 | (D) | Price |
| Common Stock | 12/07/2007 | | S | | 100 | D | \$ 26.15 12,874 |
| Common Stock | 12/07/2007 | | M | | 30,664 | A | \$ 17.7139 43,538 |
| Common Stock | 12/07/2007 | | S | | 1,100 | D | \$ 25.77 42,438 |
| Common Stock | 12/07/2007 | | S | | 864 | D | \$ 25.78 41,574 |
| Common Stock | 12/07/2007 | | S | | 300 | D | \$ 25.8 41,274 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 12/07/2007 | S | 100 | D | \$ 25.81 | 41,174 | D |
| Common Stock | 12/07/2007 | S | 100 | D | \$ 25.82 | 41,074 | D |
| Common Stock | 12/07/2007 | S | 1,400 | D | \$ 25.83 | 39,674 | D |
| Common Stock | 12/07/2007 | S | 100 | D | \$ 25.839 | 39,574 | D |
| Common Stock | 12/07/2007 | S | 1,800 | D | \$ 25.84 | 37,774 | D |
| Common Stock | 12/07/2007 | S | 1,000 | D | \$ 25.85 | 36,774 | D |
| Common Stock | 12/07/2007 | S | 300 | D | \$ 25.86 | 36,474 | D |
| Common Stock | 12/07/2007 | S | 300 | D | \$ 25.865 | 36,174 | D |
| Common stock | 12/07/2007 | S | 7,596 | D | \$ 25.87 | 28,578 | D |
| Common Stock | 12/07/2007 | S | 700 | D | \$ 25.8701 | 27,878 | D |
| Common Stock | 12/07/2007 | S | 3,104 | D | \$ 25.88 | 24,774 | D |
| Common Stock | 12/07/2007 | S | 1,000 | D | \$ 25.89 | 23,774 | D |
| Common Stock | 12/07/2007 | S | 100 | D | \$ 25.895 | 23,674 | D |
| Common Stock | 12/07/2007 | S | 500 | D | \$ 25.9 | 23,174 | D |
| Common Stock | 12/07/2007 | S | 4,000 | D | \$ 25.91 | 19,174 | D |
| Common Stock | 12/07/2007 | S | 100 | D | \$ 25.915 | 19,074 | D |
| Common Stock | 12/07/2007 | S | 2,000 | D | \$ 25.92 | 17,074 | D |
| Common Stock | 12/07/2007 | S | 2,300 | D | \$ 25.94 | 14,774 | D |
| Common Stock | 12/07/2007 | S | 600 | D | \$ 25.95 | 14,174 | D |
| Common Stock | 12/07/2007 | S | 100 | D | \$ 25.97 | 14,074 | D |
| | 12/07/2007 | S | 600 | D | \$ 25.98 | 13,474 | D |

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| | | | | | | | | | |
|--------------------|------------|--|---|-----|---|----------|--------|---|--------------|
| Common Stock | | | | | | | | | |
| Common Stock | 12/07/2007 | | S | 600 | D | \$ 26.05 | 12,874 | D | |
| Common Stock Units | | | | | | | 42,686 | D | |
| Common Stock | | | | | | | 3,159 | I | By 401k Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Option (Right to Buy) | \$ 17.7139 | 12/07/2007 | | M | 30,664 | <u>(1)</u> | 04/02/2008 | Common Stock | 30,664 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barclay David L CENTEX HOMES 2527 CAMINO RAMON, STE. 250 SAN RAMON, CA 94583 | | | Pres., Western Region -- Homes | |

Signatures

/s/ James R. Peacock III as attorney in fact for David L. Barclay

12/11/2007

__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 award vested as follows: 20% on 3/31/1999, 20% on 3/31/2000, 20% on 3/31/2001, 20% on 3/31/2002 and 20% on 3/31/2003

Remarks:

This is the second of two forms to report transactions on December 7, 2007.

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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