**CENTEX CORP** Form 4 February 13, 2008

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Addro QUINN DAVII	ess of Reporting Perso D W	2. Issuer Name and Ticker or Trading Symbol CENTEX CORP [CTX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last)	(First) (Middl	3. Date of Earliest Transaction	(Check an applicable)
6214 WOODLAND DRIVE		(Month/Day/Year) 02/11/2008	X Director 10% Owner Officer (give title below) Other (specify below)
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
DALLAS, TX	75225	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting
DALLAS, TX	75225	Filed(Month/Day/Year)	_X_ Form filed by One Reporting I

			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. Securition Dispose (Instr. 3, 4	ed of (	(D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	02/11/2008		M	56,644	A	\$ 17.4112	214,885	D	
Common Stock	02/12/2008		M	50,000	A	\$ 17.4112	264,885	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 17.4112	02/11/2008		M	56,664	<u>(1)</u>	04/01/2008	Common Stock (Par Value \$0.25)	56,6
Non-Qualified Stock Option (Right to Buy)	\$ 17.4112	02/12/2008		M	50,000	<u>(1)</u>	04/01/2008	Common Stock (Par Value \$0.25)	50,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
QUINN DAVID W						
6214 WOODLAND DRIVE	X					
DALLAS TX 75225						

## **Signatures**

/s/ James R. Peacock III as attorney-in-fact for David W.

Quinn

02/13/2008

\*\*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 option vested 20% on 4/1/1999, 20% on 4/1/2000, 20% on 4/1/2001, 20% on 4/1/2002 and 20% on 4/1/2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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