

Woram Brian J
 Form 3
 January 06, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Woram Brian J		(Month/Day/Year)	CENTEX CORP [CTX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2728 N. HARWOOD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
DALLAS,Â TXÂ 75201-1516			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Sr. VP & Chief Legal Officer	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,018	D	Â
Common Stock Units ⁽¹⁾	3,510	D	Â
Common Stock Units ⁽¹⁾	4,830	D	Â
Common Stock Units ⁽¹⁾	8,450	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (Right to Buy)	Â (2)	04/01/2007	Common Stock	444	\$ 7.904	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (3)	04/01/2008	Common Stock	19,998	\$ 17.3268	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (4)	04/01/2009	Common Stock	26,664	\$ 16.2287	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (5)	04/01/2010	Common Stock	33,330	\$ 10.7156	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (6)	04/02/2008	Common Stock	39,552	\$ 17.7139	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (7)	04/01/2009	Common Stock	39,330	\$ 22.6824	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (8)	05/14/2010	Common Stock	41,996	\$ 31.8364	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (9)	05/14/2011	Common Stock	15,964	\$ 45.24	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woram Brian J 2728 N. HARWOOD DALLAS, TX 75201-1516	Â	Â	Â Sr. VP & Chief Legal Officer	Â

Signatures

/s/ Brian J.
Woram

01/06/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This amount represents an award of units under the Long Term Incentive Plan. Each LTIP unit represents the right to receive one share of Centex common stock at the time the award is paid. The 4/1/02 award vests 25% each year. The 5/14/03 award vests at the rate of 8.25% per quarter in fiscal 2004, 8.25% per quarter in 2005 and 8.50% per quarter in 2006. The 5/14/04 award vests at the rate of 8.25% per quarter in fiscal 2005, 8.25% in fiscal 2006 and 8.50% in fiscal 2007. (Centex's fiscal year begins on April 1 and ends on March 31.)
- (2) This award will vest as follows: 20% on 4/1/98, 20% on 4/1/99, 20% of 4/1/00, 20% on 4/1/01 and 20% on 3/31/02.

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- (3) This award will vest as follows: 20% on 4/1/98, 20% on 4/1/99, 20% of 4/1/00, 20% on 4/1/01 and 20% on 4/1/02.
- (4) This award will vest as follows: 20% on 4/1/99, 20% on 4/1/00, 20% of 4/1/01, 20% on 4/1/02 and 20% on 4/1/03.
- (5) This award will vest as follows: 20% on 4/1/00, 20% on 4/1/01, 20% of 4/1/02, 20% on 4/1/03 and 20% on 4/1/04.
- (6) This award will vest as follows: 25% on 4/3/01, 25% on 3/31/02, 25% on 3/31/03 and 25% on 3/31/04.
- (7) This award will vest as follows: 25% on 4/1/02, 25% on 4/1/03, 25% on 4/1/04 and 25% on 4/1/05.
- (8) This award will vest at the rate of 8.25% per quarter in fiscal 2004, 8.25% per quarter in fiscal 2005 and 8.50% per quarter in fiscal 2006. (Centex's fiscal year begins on April 1 and ends on March 31.)
- (9) This award will vest at the rate of 8.25% per quarter in fiscal year 2005, 8.25% per quarter in fiscal year 2006 and 8.50% per quarter in fiscal year 2007 (Centex's fiscal year begins on April 1 and ends on March 31).

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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