

CENTEX CORP  
Form 4  
April 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ELLER TIMOTHY R

(Last) (First) (Middle)

CENTEX CORPORATION, 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)  
03/31/2006

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)

Chief Executive Officer

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  | (A) or (D)   | Price   |
| Common Stock <sup>(1)</sup>       | 03/31/2006                           |  | F                              |   | 1,070   | D  | \$ 61.99  |
| Common Stock <sup>(1)</sup>       | 03/31/2006                           |  | F                              |   | 5,568   | D  | \$ 62.625   |
| Common Stock <sup>(1)</sup>       | 04/03/2006                           |  | F                              |   | 18,225  | D  | \$ 61.74  |
| Common Stock Units <sup>(2)</sup> |                                      |  |                                |   |   | D  | 291,826   |
| Common Stock                      |                                      |  |                                |   |   | I  | 12,364.3617   |
|                                   |                                      |  |                                |   |   |  | By 401K Plan  |

|                 |         |   |                                     |
|-----------------|---------|---|-------------------------------------|
| Common<br>Stock | 164,800 | I | By Family<br>Limited<br>Partnership |
|-----------------|---------|---|-------------------------------------|

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ELLER TIMOTHY R<br>CENTEX CORPORATION<br>2728 N. HARWOOD<br>DALLAS, TX 75201 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ James R. Peacock III as attorney-in-fact for Timothy R. Eller 04/04/2006

\_\_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) Delivery of existing securities for payment of tax liability in connection with the vesting of restricted stock.
- (2) This amount represents total awards of 291,826 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. 36,108 shares of the award vest 25% on the date of grant 4/1/02 and

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25% on each anniversary of the date of grant so that it is fully vested on the third anniversary of the date of grant. 33,518 shares of the award vest at the rate of 8.25% per quarter in fiscal year 2004, 8.25% per quarter in fiscal year 2005 and 8.50% per quarter in fiscal year 2006. (Centex's fiscal year begins on April 1 and ends on March 31.) 222,200 shares vest on April 1, 2008 provided Mr. Eller remains employed in a senior management position of the issuer through March 31, 2008.

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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