

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 | |
| 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) |
| | | 01/01/2005 | | |
| 2728 N. HARWOOD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| DALLAS, TX 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 | ^ |
| Common Stock Units ⁽¹⁾ | 3,510 | D | ^ |
| Common Stock Units ⁽¹⁾ | 4,830 | D | ^ |
| Common Stock Units ⁽¹⁾ | 8,450 | D | ^ |

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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