

CENTEX CORP  
Form 3  
July 14, 2008

**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)

|  |   |   |  |   |
|--|---|---|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Richter Scott James</p> <p>(Last) (First) (Middle)</p> <p>C/O CENTEX CORPORATION,Â 2728 N. HARWOOD</p> <p>(Street)</p> <p>DALLAS,Â TXÂ 75201</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/10/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CENTEX CORP [CTX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP-Ops Support, Centex Homes</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
|  |   |   | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 8,099  | D   | Â  |
| Common Stock Units <sup>(1)</sup>  | 593  | D   | Â  |
| CommonStock Units <sup>(2)</sup>   | 5,216  | D   | Â  |

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

SEC 1473 (7-02)

**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.**

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

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Non-Qualified Stock<br>Option (Right to Buy)  | Â (3)  | 04/01/2010         | Common<br>Stock (Par<br>Value<br>\$0.25)   | 1,000                            | \$ 10.7156   | D  | Â  |
| Non-Qualified Stock<br>Option (Right to Buy)  | Â (4)  | 04/14/2010         | Common<br>Stock (Par<br>Value<br>\$0.25)   | 4,022                            | \$ 31.8364   | D  | Â  |
| Non-Qualified Stock<br>Option (Right to Buy)  | Â (5)  | 05/14/2011         | Common<br>Stock (Par<br>Value<br>\$0.25)   | 8,905                            | \$ 45.24   | D  | Â  |
| Non-Qualified Stock<br>Option (Right to Buy)  | Â (6)  | 05/12/2012         | Common<br>Stock (Par<br>Value<br>\$0.25)   | 12,700                           | \$ 57.36   | D  | Â  |
| Non-Qualified Stock<br>Option (Right to Buy)  | Â (7)  | 05/11/2013         | Common<br>Stock (Par<br>Value<br>\$0.25)   | 3,222                            | \$ 55.16   | D  | Â  |
| Non-Qualified Stock<br>Option (Right to Buy)  | Â (8)  | 05/10/2014         | Common<br>Stock (Par<br>Value<br>\$0.25)   | 14,298                           | \$ 45.53   | D  | Â  |
| Non-Qualified Stock<br>Option (Right to Buy)  | Â (8)  | 05/07/2015         | Common<br>Stock (Par<br>Value<br>\$0.25)   | 37,926                           | \$ 22.08   | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                       |       |
|--|---------------|-----------|---------------------------------------|-------|
|  | Director      | 10% Owner | Officer                               | Other |
| Richter Scott James<br>C/O CENTEX CORPORATION<br>2728 N. HARWOOD<br>DALLAS, TX 75201 | Â             | Â         | Â EVP-Ops<br>Support,<br>Centex Homes | Â     |

## Signatures

/s/ James R. Peacock III as attorney-in-fact for Scott J.  
Richter

07/14/2008

\_\_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 the right to receive one share of Centex common stock at the time the award is paid. This award will vest on 3/31/09.
  - (2) This amount represents the right to receive one share of Centex common stock at the time the award is paid. This award will vest as follows: 33 1/3% on 3/31/09, 33 1/3% on 3/31/10 and 33 1/3% on 3/31/11.
  - (3) This award vested as follows: 20% on 4/1/00, 20% on 4/1/01, 20% on 4/1/02, 20% on 4/1/03 and 20% on 4/1/04.
  - (4) This award vested as follows: 8.25% per quarter in fiscal 2004, 8.25% per quarter in fiscal 2005 and 8.50% per quarter in fiscal 2006.
  - (5) This award vested as follows: 8.25% per quarter in fiscal 2005, 8.25% per quarter in fiscal 2006 and 8.50% per quarter in fiscal 2007.
  - (6) This award vested as follows: 8.25% per quarter in fiscal 2006, 8.25% per quarter in fiscal 2007 and 8.50% per quarter in fiscal 2008.
  - (7) This award vested as follows: 33 1/3% on 3/31/07 and 33 1/3% on 3/31/08 and the final 33 1/3% will vest on 3/31/09.
  - (8) This award will vest as follows: 33 1/3% on 3/31/09, 33 1/3% on 3/31/10 and 33 1/3% on 3/31/11.

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.