

Hannigan Andrew J  
 Form 4  
 November 28, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Hannigan Andrew J

2. Issuer Name and Ticker or Trading Symbol  
 CENTEX CORP [CTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2728 N. HARWOOD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/23/2005

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Chairman & CEO/Centex Homes

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. 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 or Price		
Common Stock	11/23/2005		M <sup>(1)</sup>		\$ 151,096 17.4112	D	
Common Stock	11/23/2005		F <sup>(1)(2)</sup>		\$ 77,286 75.27	D	
Common Stock	11/23/2005		M <sup>(1)</sup>		\$ 62,000 17.7139	D	
Common Stock	11/23/2005		F <sup>(1)(2)</sup>		\$ 31,872 75.27	D	
Common Stock	11/25/2005		S <sup>(1)</sup>		\$ 2,500 75	D	

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Common Stock	11/25/2005	<u>S(1)</u>	1,500	D	\$ 75.01	99,938	D
Common Stock	11/25/2005	<u>S(1)</u>	500	D	\$ 75.02	99,438	D
Common Stock	11/25/2005	<u>S(1)</u>	1,000	D	\$ 75.03	98,438	D
Common Stock	11/25/2005	<u>S(1)</u>	1,800	D	\$ 75.04	96,638	D
Common Stock	11/25/2005	<u>S(1)</u>	3,700	D	\$ 75.05	92,938	D
Common Stock	11/25/2005	<u>S(1)</u>	3,900	D	\$ 75.06	89,038	D
Common Stock	11/25/2005	<u>S(1)</u>	1,200	D	\$ 75.07	87,838	D
Common Stock	11/25/2005	<u>S(1)</u>	6,900	D	\$ 75.08	80,938	D
Common Stock	11/25/2005	<u>S(1)</u>	5,800	D	\$ 75.09	75,138	D
Common Stock	11/25/2005	<u>S(1)</u>	14,400	D	\$ 75.1	60,738	D
Common Stock	11/25/2005	<u>S(1)</u>	6,400	D	\$ 75.11	54,338	D
Common Stock	11/25/2005	<u>S(1)</u>	2,700	D	\$ 75.12	51,638	D
Common Stock	11/25/2005	<u>S(1)</u>	5,500	D	\$ 75.13	46,138	D
Common Stock	11/25/2005	<u>S(1)</u>	7,500	D	\$ 75.14	38,638	D
Common Stock	11/25/2005	<u>S(1)</u>	3,000	D	\$ 75.15	35,638	D
Common Stock	11/25/2005	<u>S(1)</u>	1,300	D	\$ 75.16	34,338	D
Common Stock	11/25/2005	<u>S(1)</u>	900	D	\$ 75.17	33,438	D
Common Stock	11/25/2005	<u>S(1)</u>	500	D	\$ 75.18	32,938	D
Common Stock	11/25/2005	<u>S(1)</u>	8,838	D	\$ 75.19	24,100	D
Common Stock	11/25/2005	<u>S(1)</u>	2,000	D	\$ 75.2	22,100	D
	11/25/2005	<u>S(1)</u>	400	D	\$ 75.22	21,700	D

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Common Stock								
Common Stock	11/25/2005		S <sup>(1)</sup>	200	D	\$ 75.23	21,500	D
Common Stock	11/25/2005		S <sup>(1)</sup>	2,700	D	\$ 75.25	18,800	D
Common Stock	11/25/2005		S <sup>(1)</sup>	500	D	\$ 75.27	18,300	D
Common Stock	11/25/2005		S <sup>(1)</sup>	100	D	\$ 75.29	18,200	D

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

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(9-02)

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

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 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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Non-Qualified Stock Option (Right to Buy)	\$ 17.4112	11/23/2005		M	151,096	<sup>(3)</sup> 04/01/2008	Common Stock 15
Non-Qualified Stock Option (Right to Buy)	\$ 17.7139	11/23/2005		M	62,000	<sup>(4)</sup> 04/02/2008	Common Stock 62

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hannigan Andrew J 2728 N. HARWOOD DALLAS, TX 75201				Chairman & CEO/Centex Homes

## Signatures

/s/ James R. Peacock III as attorney-in-fact for Andrew J.  
Hannigan

11/28/2005

\_\_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 transactions reported in this Form 4 were effected by a broker pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2005.
  - (2) Delivery of shares to issuer to pay exercise price and tax withholding liability incurred in connection with the exercise.
  - (3) This award vests as follows: 20% on 4/1/98, 20% on 4/1/99, 20% on 4/1/00, 20% on 4/1/01 and 20% on 4/1/02.
  - (4) This award vests as follows: 25% of 4/1/02, 25% of 4/1/03, 25% on 4/1/04 and 25% on 4/1/05.

### Remarks:

Form 1 of 2

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.