CENTEX CORP
Form 8-K
May 05, 2004

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

May 5, 2004

Centex Corporation

(Exact name of registrant as specified in its charter)

Nevada	**1-6776**	**75-0778259**
(State of other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2728 N. Harwood Street, Dallas, Texas	**75201**
(Address of principal executive offices)	(Zip code)

Registrant s telephone number including area code: **(214) 981-5000**

Not Applicable

(Former name or former address if changed from last report)

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Item 5. Other Events.

Reference is hereby made to the Registrant s Registration Statement on Form S-3 (File No. 333-83212), filed with the Securities and Exchange Commission (the Commission) on February 22, 2002 and declared effective by telephonic confirmation from the Staff of the Commission thereby on March 1, 2002 (the Registration Statement), pursuant to which the Registrant registered $1,500,000,000 aggregate initial offering price of its securities, for offer and sale in accordance with applicable provisions of the Securities Act of 1933, as amended.

On April 28, 2004, the Registrant entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC and Credit Suisse First Boston LLC (collectively, the Underwriters), in connection with the public offering by the Underwriters of $350,000,000 aggregate principal amount of the Registrant s 5.70% Senior Notes due 2014 (the Notes), covered by the Registration Statement. The Underwriting Agreement in the form in which it was executed is filed herewith as Exhibit 1.1.

The Registrant has previously entered into an Indenture, dated as of October 1, 1998 (the Indenture), with JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank), as trustee (the Trustee), with respect to the Registrant s senior debt securities. A copy of the Indenture in the form in which it was executed was filed as Exhibit 4.1 to the Registrant s Form 8-K (Date of Event: October 21, 1998) filed October 30, 1998, and is incorporated herein by reference.

Pursuant to the Indenture, on May 5, 2004, the Registrant and the Trustee entered into an Indenture Supplement No. 14 (the Indenture Supplement) which provides for the issuance of the Notes. A copy of the Indenture Supplement is filed herewith as Exhibit 4.2.

Item 7. Financial Statements and Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement, dated April 28, 2004, between Centex Corporation and Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC and Credit Suisse First Boston LLC.
4.1	Indenture, dated October 1, 1998, between Centex Corporation and JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank) (filed as Exhibit 4.1 to the Registrant s Form 8-K dated October 21, 1998 and incorporated herein by reference).
4.2	Indenture Supplement No. 14, dated as of May 5, 2004, with respect to the Notes, entered into by Centex Corporation and JPMorgan Chase Bank.
5.1	Opinion of Raymond G. Smerge, Esq.
12.1	Computation of Earnings to Fixed Charges.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CENTEX CORPORATION

By: /s/ Gail M. Peck
Name: Gail M. Peck
Title: Vice President and Treasurer

Date: May 5, 2004

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EXHIBIT INDEX

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