

Hannigan Andrew J  
 Form 4  
 May 16, 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)  
 05/12/2005

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  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 Ownership (Instr. 4) |   |                       |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------------|
|                                   |                                      |  | Code                           | V   | Amount or (D) Price   |  |  |   |                       |
| Common Stock Units <sup>(1)</sup> | 05/12/2005                           |  | A                              |   | 82,153  | A  | <u>(1)</u> 270,915                         | D |                       |
| Common Stock                      |                                      |  |                                |   | 740   |  |  | D |                       |
| Common Stock                      |                                      |  |                                |   | 17,859  |  |  | I | By 401 K              |
| Common Stock                      |                                      |  |                                |   | 157,840   |  |  | I | By Family Partnership |

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 Am Num Sha  |
| Non-Qualified Stock Option (Right to Buy)  | \$ 57.36   | 05/12/2005                           |  | A                              | 203,979   | (2) 05/12/2012   | Common Stock Par Value \$0.25 20                            |

## Reporting Owners

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

## Signatures

/s/ James R. Peacock III as attorney-in-fact for Andrew J. Hannigan  
 Date: 05/16/2005

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).

- This amount represents an award under the 2003 Equity Incentive Plan. Each unit represents the right to receive one share of Centex Common Stock at the time the award is paid. The May 12, 2005 award vests at the rate of 8.25% per quarter in fiscal 2006, 8.25% per quarter in fiscal 2007 and 8.50% per quarter in fiscal 2008. (Centex's fiscal year begins on April 1, and ends on March 31.)
- (1) Common Stock at the time the award is paid. The May 12, 2005 award vests at the rate of 8.25% per quarter in fiscal 2006, 8.25% per quarter in fiscal 2007 and 8.50% per quarter in fiscal 2008. (Centex's fiscal year begins on April 1, and ends on March 31.)
  - (2) This award will vest at the rate of 8.25% per quarter in fiscal year 2006, 8.25% per quarter in fiscal year 2007 and 8.50% per quarter in fiscal year 2008 (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. 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.