

CENTEX CORP
Form 8-K
June 06, 2005

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**UNITED STATES
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):
June 6, 2005

Centex Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

1-6776
(Commission File Number)

75-0778259
(IRS Employer
Identification No.)

2728 N. Harwood Street, Dallas, Texas
(Address of principal executive offices)

75201
(Zip code)

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

Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Opinion of Brian J. Woram, Esq.

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Reference is hereby made to the Registrant's Registration Statement on Form S-3 (File No. 333-117470), filed with the Securities and Exchange Commission (the Commission) on July 19, 2004 and declared effective by the Staff of the Commission on August 3, 2004 (the Registration Statement), pursuant to which the Registrant registered \$2,500,000,000 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 June 1, 2005, 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, BNP Paribas Securities Corp., Calyon Securities (USA) Inc. and Credit Suisse First Boston LLC (collectively, the Underwriters), in connection with the public offering by the Underwriters of \$450,000,000 aggregate principal amount of the Registrant's 5.25% Senior Notes due 2015 (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, N.A. (formerly Chase Bank of Texas, National Association), 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 June 6, 2005, the Registrant and the Trustee entered into an Indenture Supplement No. 17 (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 9.01. Financial Statements and Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| 1.1 | Underwriting Agreement, dated June 1, 2005, between Centex Corporation and Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, BNP Paribas Securities Corp., Calyon Securities (USA) Inc. and Credit Suisse First Boston LLC. |
| 4.1 | Indenture, dated October 1, 1998, between Centex Corporation and JPMorgan Chase Bank, N.A. (formerly Chase Bank of Texas, National Association) (filed as Exhibit 4.1 to the Registrant's Form 8-K dated October 21, 1998 and incorporated herein by reference). |

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| Exhibit Number | Description |
|-------------------|--|
| 4.2 | Indenture Supplement No. 17, dated as of June 6, 2005, with respect to the Notes, between Centex Corporation and JPMorgan Chase Bank, N.A. |
| 5.1 | Opinion of Brian J. Woram, Esq. |
| 12.1 | Computation of Earnings to Fixed Charges (filed as Exhibit 12.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2005 and incorporated herein by reference). |

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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: June 6, 2005

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EXHIBIT INDEX

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| 1.1 | Underwriting Agreement, dated June 1, 2005, between Centex Corporation and Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, BNP Paribas Securities Corp., Calyon Securities (USA) Inc. and Credit Suisse First Boston LLC. |
| 4.1 | Indenture, dated October 1, 1998, between Centex Corporation and JPMorgan Chase Bank, N.A. (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. 17, dated as of June 6, 2005, with respect to the Notes, between Centex Corporation and JPMorgan Chase Bank, N.A. |
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