

COOK III DAN W
Form 4
December 13, 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 *
COOK III DAN W

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)
200 CRESCENT COURT, SUITE 1050

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

DALLAS, TX 75201

(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 (A) or (D) Price		
Common Stock	12/09/2005		M		52,662 A \$ 7.904	52,662	D
Common Stock	12/09/2005		S		362 D \$ 70.11	52,300	D
Common Stock	12/09/2005		S		52,300 D \$ 70	0	D
Common Stock	12/09/2005		M		40,250 A \$ 17.4112	40,250	D
Common Stock	12/09/2005		S		1,950 D \$ 70.03	38,300	D

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Common Stock	12/09/2005	S	1,600	D	\$ 70.06	36,700	D
Common Stock	12/09/2005	S	1,500	D	\$ 70.04	35,200	D
Common Stock	12/09/2005	S	3,700	D	\$ 70	31,500	D
Common Stock	12/09/2005	S	200	D	\$ 70.01	31,300	D
Common Stock	12/09/2005	S	18,500	D	\$ 70.02	12,800	D
Common Stock	12/09/2005	S	2,400	D	\$ 70.05	10,400	D
Common Stock	12/09/2005	S	1,400	D	\$ 70.08	9,000	D
Common Stock	12/09/2005	S	6,500	D	\$ 70.1	2,500	D
Common Stock	12/09/2005	S	1,400	D	\$ 70.07	1,100	D
Common Stock	12/09/2005	S	1,100	D	\$ 70.09	0	D
Common Stock						10,316	D

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

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.

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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)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 7.904	12/09/2005		M	52,662	⁽¹⁾ 04/01/2007	Common Stock	52,662

(Right to Buy)

Non-Qualified

Stock Option	\$ 17.4112	12/09/2005	M	40,250	<u>(2)</u>	04/01/2008	Common Stock	40,2
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK III DAN W 200 CRESCENT COURT SUITE 1050 DALLAS, TX 75201	X			

Signatures

/s/ James R. Peacock III as attorney-in-fact for Dan W.
Cook III

12/13/2005

__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) Options vested as follows: 4/1/97, 52,662

(2) Options vested as follows: 4/1/98, 53,328

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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