

Woram Brian J
 Form 4
 December 11, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Woram Brian 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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP & Chief Legal Officer

C/O CENTEX CORPORATION, 2728 N. HARWOOD

(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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	12/10/2007		M	3,000	A \$ 17.3268	35,499	D	
Common Stock	12/10/2007		M ⁽¹⁾	16,998	A \$ 17.3268	52,497	D	
Common Stock	12/10/2007		F ⁽¹⁾	13,291	D \$ 26.38	39,206	D	
Common Stock	12/10/2007		M ⁽²⁾	39,552	A \$ 17.7139	78,758	D	
Common Stock	12/10/2007		F ⁽²⁾	31,295	D \$ 26.38	47,463	D	

Edgar Filing: Woram Brian J - Form 4

Common Stock Units	7,870	D	
Common Stock	85	I	By 401k Plan

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. SEC 1474 (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)	8. Amount or Number of Shares
Non-Qualified Option (Right to Buy)	\$ 17.3268	12/10/2007		M	19,998	(3) 04/01/2008	Common Stock	19,998
Non-Qualified Option (Right to Buy)	\$ 17.7139	12/10/2007		M	39,552	(4) 04/02/2008	Common Stock	39,552

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woram Brian J C/O CENTEX CORPORATION 2728 N. HARWOOD DALLAS, TX 75201			SVP & Chief Legal Officer	

Signatures

/s/ James R. Peacock III as attorney in fact for Brian J. Woram 12/11/2007

__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) Represents a "net exercise" of an aggregate of 16,998 stock options where 13,291 shares were used to pay the exercise price and taxes, and a net of 3,707 shares were acquired.
- (2) Represents a "net exercise" of an aggregate of 39,552 stock options where 31,295 shares were used to pay the exercise price and taxes, and a net of 8,257 shares were acquired.
- (3) This award vested as follows: 20% on 3/31/1999, 20% on 3/31/2000, 20% on 3/31/2001, 20% on 3/31/2002 and 20% on 3/31/2003.
- (4) This award vested as follows: 25% on 4/31/2001, 25% on 3/31/2002, 25% on 3/31/2003 and 25% on 3/31/2004.

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.