Woram Brian J Form 4 January 03, 2007

#### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** Woram Brian J			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			CENTE	CENTEX CORP [CTX]					(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(encor an approact)			
CENTERY CORDOR ATION 2720 N			(Month/Day/Year)					Director 10% Owner Other (specify below) below)			
CENTEX CORPORATION, 2728 N. HARWOOD			12/31/2006								
III IK W OOI	(Street)						Sr. VP & Chief Legal Officer				
		endment, Da	Č	ıl		6. Individual or Joint/Group Filing(Check					
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
DALLAS, 7							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	TD - 1-1	. T. N T	<b>.</b> •	C	.•4• A		e D e	1-01	
	, , ,						-	uired, Disposed o	•	Ť	
1.Title of 2. Transaction Date 2A. D Security (Month/Day/Year) Execu			med 3. 4. Securities Acquir in Date, if Transaction(A) or Disposed of (			-	5. Amount of Securities	6. Ownership 7. I Form: Direct Ind			
(Instr. 3)	• •			Code	(Instr. 3,	•		Beneficially	Beneficial		
		(Month/	Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						(4)		Reported	(111511. 4)	(IIIstr. +)	
						(A) or		Transaction(s)			
~				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock								17,637	D		
Stock											
Common	12/21/2006			Г	200	<b>D</b>	\$	16 107	Ъ		
Stock Units (1) (2)	12/31/2006			F	308	D	56.27	16,127	D		
<del></del> '											
Common								Q	T	By 401K	

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 SEC 1474 (9-02)

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By 401K

#### Edgar Filing: Woram Brian J - Form 4

### displays a currently valid OMB control number.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	Expiration Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	of	Number		
				Code V	(A) (D)				Shares		

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Woram Brian J CENTEX CORPORATION 2728 N. HARWOOD DALLAS, TX 75201

Sr. VP & Chief Legal Officer

#### **Signatures**

/s/ Paul M. Johnston as attorney-in-fact for Brian J.

Woram 01/03/2007

\*\*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) Payment of tax liability associated with vesting by withholding securities.

This amount represents an award of units under the Long Term Incentive Plan. Each LTIP unit represents the right to receive one share of Centex common stock at the time the award is paid. The 5/14/04 award vests at the rate of 8.25% per quarter in fiscal 2005, 8.25% per quarter in 2006 and 8.50% per quarter in 2007. The 5/12/05 award vests at the rate of 8.25% per quarter in fiscal 2006, 8.25% in fiscal 2007 and 8.50% in fiscal 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.

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