

BLINN MARK A  
Form 4  
September 10, 2002

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

x Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

<p><b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i></p> <p>Blinn, Mark A.</p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>Centex Corporation (CTX)</p>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i></p>
<p>4117 Stanford Ave.</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Dallas, TX 75205</p> <p><i>(City) (State) (Zip)</i></p>	<p><b>4. Statement for Month/Day/Year</b></p> <p>September 9, 2002</p>	<p><b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i></p>
<p><b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i></p> <p><input type="radio"/> Director    <input type="radio"/> 10% Owner</p> <p><input type="radio"/> Officer <i>(give title below)</i></p> <p><input checked="" type="radio"/> Other <i>(specify below)</i></p> <p style="text-align: center;">See footnote #3.</p>	<p><b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i></p> <p><input checked="" type="radio"/> Form filed by One Reporting Person</p> <p><input type="radio"/> Form filed by More than One Reporting Person</p>	

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If the form is filed by more than one reporting person, see instruction 4(b)(v).

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**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 Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	9/9/02		M	(A) 500 A	\$39.3600		
Common Stock	9/9/02		S	500 D	\$50.5100		
Common Stock	9/9/02		M	500 A	\$38.3438		
Common Stock	9/9/02		S	500 D	\$50.5100		

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
					<b>Code V (A)(D)</b>
					Non Qualified Stock Option (Right to Buy) \$39.3600 9/9/02 M 500
					Non Qualified Stock Option (Right to Buy) \$38.3438 9/9/02 M 500

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(1)	12/6/02	Common Stock	500	2,000	
(2)	12/6/02	Common Stock	500	-0-	

**Explanation of Responses:**

- (1) Shares vest over three years with 25% vesting on the date of grant and 25% vesting on each of the three anniversaries of the date of grant.
- (2) Shares vest over five years with 20% vesting on each of the anniversaries of the date of grant.
- (3) Resigned as of 9/6/02 as Vice President - Financial Strategy and Controller.

/s/ Mark A. Blinn	9/10/02
_____	_____
**Signature of Reporting Person	Date

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

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

