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CENTEX CORP

Form 4

January 10, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- 1. Name and Address of Reporting Person(s) Quinn, David W.

Centex Corporation

2728 N. Harwood, 9th Floor

Dallas, TX 75201

- 2. Issuer Name and Ticker or Trading Symbol Centex Corporation (CTX)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year 12/01
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [X] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below)
 - Vice Chairman

Common Stock

- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] Form filed by One Reporting Person
 - [] Form filed by More than One Reporting Person

| Table I | Non-Derivative | Securities | Acquired, | Disposed | of, | or | Beneficially Owned |
|---------|----------------|------------|-----------|----------|-----|----|--------------------|
| | | | · · | - | • | | 4 |
| | | | | | | | |

| 1) Title of Security 6) 7) Nature of | 2)Trans- | 3.Trans- | 4.Securities | Acq | quired(A) |
|---|-----------|------------|--------------|--------|-----------|
| o, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | action | action | or Disposed | of (| D) |
| | Date | Code | | A | |
| | (Month/ | | | or | , |
| | Day/Year) | Code V | Amount | D | Price |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| Common Stock | 12/12/01 | М | 50,000 | A | \$36.0600 |
| Direct | | | • | | |
| Direct Common Stock | 12/12/01 | M S (1) | 50,000 | A D | |
| Direct Common Stock Direct | 12/12/01 | S (1) | 50,000 | D | \$52.5000 |
| Direct Common Stock Direct Common Stock | | | • | D | |
| Direct Common Stock Direct | 12/12/01 | S (1) | 50,000 | D | \$52.5000 |

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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

| (CO1umins 1 chrough 0) | | | | | | | |
|--|-----------------------|--------------------|----------|------------------------|-------------------------|--|--|
| | | | | | | | |
| 1)Title of Derivative 6)Date Exercisable and | 2)Convers | sion 3)Trans- | 4)Trans- | 5)Number of Derivative | | | |
| Security Expiration Date | or Exerci | ise action | action | Securities A | Securities Acquired (A) | | |
| | Price of Derivativ | | Code | or Disposed of (D) | | | |
| Expiration | Security | | Code V | A | D | | |
| | | | | | | | |
| Non-Qualified Stock Option 04/01/09 | \$36.0600 | 12/12/01 | М | | 50,000 | | |
| <pre>(right to buy) Non-Qualified Stock Option 04/01/09 (right to buy)</pre> | \$36.0600 | 12/26/01 | М | | 50,800 | | |
| Table II (PART 2) Derivative (Columns 1,3 and 7 through 11 |) | | | eficially Owne | ed | | |
| 1)Title of Derivative 10) 11)Nature of | 3)Trans- | 7)Title and Amount | i. | | 8)Price | | |
| Security Indirect | action | of Underlying | | | of Deri- | | |
| | Date | Securities | | | vative | | |
| | | | | Amount or | Security | | |
| - | | Title | | Number of Shares | | | |
| | | | | | | | |
| Non-Qualified Stock Option D Direct (right to buy) | 12/12/01 | Common Stock | | 50,000 | | | |
| Non-Qualified Stock Option D Direct (right to buy) | 12/26/01 | Common Stock | | 50,800 | | | |

SIGNATURE OF REPORTING PERSON /S/ Quinn, David W. DATE 01/09/02