

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).

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

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

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) |
|------------------------------------|---|--|-----------------------------------|--|---|---|--|
|------------------------------------|---|--|-----------------------------------|--|---|---|--|

| | | | Code | V | (A) or Amount(D) | Price | |
|--------------|--------|--|------|---|------------------------|-----------|--|
| Common Stock | 9/9/02 | | M | | 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 | |
| | | | | | | | |
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

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

| 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|---|---|
| | | | | | |

[illegible]

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.

