CENTEX CORP
Form 424B2
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Registration No. 333-49966

Prospectus Supplement

(To Prospectus dated December 7, 2000)

Centex Corporation

$350,000,000

7 1/2% Notes due 2012

Interest payable January 15 and July 15

Issue price: 99.396%

The notes will mature on January 15, 2012. Interest will accrue from January 11, 2002. We may redeem the notes in whole or in part at any time at the redemption prices described on page S-13. The notes will be senior unsecured obligations of Centex and will rank equally with all of our unsecured senior indebtedness.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Price to Public	Underwriting Discounts	Proceeds to Centex
Per Note	99.396%	0.650%	98.746%
Total	$347,886,000	$2,275,000	$345,611,000

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

We expect to deliver the notes to investors through the book-entry delivery system of The Depository Trust Company on or about January 11, 2002.

JPMorgan **Salomon Smith Barney**

January 8, 2002

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement.

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CENTEX

Through its various subsidiaries, Centex Corporation is one of the nation s largest home builders and general building contractors. We also provide retail mortgage lending services through various financial services subsidiaries. We currently operate in six principal business segments. Our principal business segments and each segment s percentage contribution to total operating earnings in the six months ended September 30, 2001 and the fiscal years ended March 31, 2001 and 2000 are set forth in the table below.

Segment	Six Months Ended September 30, 2001	Fiscal Years Ended March 31, 2001	Fiscal Years Ended March 31, 2000
Home Building	61%	66%	57%
Financial Services	15%	3%	6%
Construction Products	10%	17%	29%
Contracting and Construction Services	4%	5%	4%
Investment Real Estate	9%	8%	5%
Home Services (1)	1%		

(1) Prior to fiscal 2002, we did not consider the Home Services segment material for the purpose of segment reporting.

This table does not reflect the effect of corporate general and administrative expenses.

Our principal business segments, especially our Home Building operation, are cyclical and are particularly affected by changes in local economic conditions and in long-term and short-term interest rates. We attempt to mitigate certain of these risks by diversifying into multiple industries and operating in numerous geographic regions.

Home Building

Conventional Homes

Our conventional Home Building operation, Centex Homes, is primarily involved in the purchase and development of land or lots and the construction and sale of single-family homes, town homes and low-rise condominiums. Our conventional Home Building operation accounted for 100% and 98% of total Home Building operating earnings in fiscal 2001 and 2000, respectively, and our Manufactured Homes business described below accounted for the remainder in fiscal 2000. Centex Homes is one of the leading U.S. builders of single-family detached homes, as measured by the number of units sold and closed in a calendar year. Centex Homes is also the only company to rank among the nation s top 10 home builders for each of the past 33 years according to *Professional Builder* magazine. We sell to first-time and move-up buyers, and we build custom homes in some markets. Over 90% of the houses we sell are single-family detached homes and the remainder are town homes and low-rise condominiums.

We follow a strategy of seeking to reduce exposure to local market volatility by spreading our home building operations across geographically and economically diverse markets. We are currently involved in operations in approximately 470 neighborhoods in 86 different markets located in 24 states and in Washington D.C. In fiscal 2001, Centex Homes closed sales of 20,659 houses ranging in price from approximately $49,000 to about $1.5 million, with the average sale price being approximately $206,000. Our sales (orders) backlog in units at the end of fiscal 2001 and 2000 was 9,265 and 7,579, respectively. In the six months ended September 30, 2001, Centex Homes closed sales of 10,268 houses with an average sale price of approximately $212,000. Our sales (orders) backlog in units as of September 30, 2001 was 9,978.

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Summarized below by geographic area are our home closings for the six months ended September 30, 2001 and each of the fiscal years in the five-year period ended March 31, 2001.

	For the Six Months Ended September 30, 2001	For Fiscal Years Ended March 31,				
		2001	2000	1999	1998	1997
Closings (in units):						
Mid-Atlantic	1,789	3,395	3,058	2,332	1,826	1,993
Southeast	1,904	3,991	4,012	3,426	3,064	3,017
Midwest	1,622	3,294	3,089	2,062	1,147	1,337
South Central	2,344	4,104	3,924	3,197	2,664	3,119
Mountain States	1,108	2,338	1,812	1,350	1,336	1,309
West Coast	1,501	3,537	3,009	2,425	2,381	2,332
Total	10,268	20,659	18,904	14,792	12,418	13,107
Average Sales Price (in thousands)	$ 212	$ 206	$ 192	$ 186	$ 183	$ 172

Our policy has been to acquire land with the intent to complete the sale of housing units within approximately 24 to 36 months from the date of acquisition. Generally, this involves acquiring land that is properly zoned and is either ready for development or, to some degree, already developed. We have acquired a substantial amount of our finished and partially improved lots and land through option agreements that are exercised over specific time periods or, in certain cases, as the lots are needed. The purchase of finished lots generally allows us to shorten the lead time to commence construction and reduces the risks of unforeseen improvement costs and volatile market conditions.

Manufactured Homes

In fiscal 1997, we entered the Manufactured Homes business when we acquired approximately 80% of the predecessor of Cavco Industries, LLC, a producer of manufactured and park model homes. In the fourth quarter of fiscal 2000, we purchased the remaining minority interest in Cavco. In fiscal 1998, we purchased substantially all of the assets of AAA Homes, Inc., Arizona s largest manufactured homes retailer, marking our entry into the retailing of manufactured homes. At present, our Manufactured Homes operations include the manufacture of residential and park model homes and, to a lesser degree, commercial structures in factories and the sale of these products through company-owned retail outlets and a network of independent dealers.

Cavco is the largest producer of manufactured homes in Arizona and is the nation s largest producer of park model homes, having built 3,942 manufactured housing units during fiscal 2001. Cavco operates three manufacturing plants in the Phoenix area.

Financial Services

The Financial Services segment consists primarily of home financing, home equity and sub-prime lending and the sale of title and other insurance coverages. These activities include mortgage loan origination and servicing and other related services for purchasers of homes sold by our subsidiaries and others.

Conforming Mortgage Banking

In 1973, we established CTX Mortgage Company to provide mortgage financing for homes built by Centex Homes. Our opening of CTX Mortgage offices in substantially all of Centex Homes housing markets has enabled us to provide mortgage financing for an average of 69% of the homes sold by Centex Homes (other than cash sales) over the past five fiscal years. This capture rate improved to 70% of Centex Homes sales in the six months ended September 30, 2001. Since 1985, our operations have included mortgage loans that are not associated with the sale of homes built by us. At September 30, 2001, we had 201 CTX Mortgage branches located in 37 states.

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We provide mortgage loan origination and other mortgage-related services for Federal Housing Administration, Department of Veterans Affairs and conventional loans on homes built and sold by us or by others, as well as resale homes and refinancing of existing mortgage loans. Our loans are generally first-lien mortgage loans secured by one- to four-family residences. A majority of the conventional loans qualify for inclusion in programs sponsored by the Government National Mortgage Association (GNMA), the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation. Such loans are known in the industry as conforming loans. The remainder of the loans are either pre-approved and individually underwritten by CTX Mortgage or private investors who subsequently purchase the loans on a whole-loan basis or are funded by private investors who pay a broker fee to CTX Mortgage for referring a loan.

We originate our conventional and government mortgage loans with the intention of selling or securitizing the mortgage loans and selling the related servicing rights. As interim servicer, we do not retain mortgage servicing rights after the sale or securitization of the related mortgage loan. Most of the mortgage loans originated by us are sold and the servicing is transferred before the second installment is due from the borrower. In connection with our role as interim servicer, we provide collection efforts relating to early payment defaults, as well as quality control audits to ensure the proper documentation necessary to pool and sell mortgage loans.

During the third quarter of fiscal 2000, CTX Mortgage entered into a mortgage loan purchase agreement with Harwood Street Funding I, LLC, a special purpose Delaware limited liability company which is referred to as HSF I , pursuant to which HSF I committed to purchase mortgage loans from CTX Mortgage on a revolving basis, up to HSF I s financing limit of $1.5 billion. This financing limit was increased to $2 billion in December 2001. Pursuant to this agreement, CTX Mortgage sells to HSF I substantially all of the conforming, Jumbo A and GNMA eligible mortgage loans originated by CTX Mortgage. CTX Mortgage, on behalf of HSF I, arranges for the sale or securitization into the secondary market of the mortgage loans purchased by HSF I. CTX Mortgage also services the loans on an interim basis until they are sold or securitized**.** As of September 30, 2001, CTX Mortgage was servicing approximately $1.2 billion of mortgage loans owned by HSF I.

CTX Mortgage enters into various financial agreements, in the normal course of business, in order to manage the exposure to changing interest rates as a result of having issued loan commitments to its borrowers at a specified price and for a specified period of time. CTX Mortgage, through its centralized secondary marketing department, generally sells all mortgage loans for future delivery at a specified price at the time the borrower locks its interest rate option, thereby mitigating the risk of a decline in the value of the mortgage loans prior to their ultimate delivery. CTX Mortgage utilizes these forward sale commitments to mitigate the risk of reductions in value of the mortgage loans sold to HSF I and mortgage loans financed under CTX Mortgage s credit facilities.

Home Equity and Sub-Prime Lending

Our Home Equity operation was formed in fiscal 1995 to engage in the origination of primarily non-conforming home equity loans. The sub-prime lending market is comprised of borrowers whose financing needs are not being met by traditional mortgage lenders for a variety of reasons, including credit histories that may limit the borrower s access to credit or the borrower s need for specialized loan products. Since its inception, Home Equity has focused on lending to individuals who have substantial equity in their homes but have impaired or limited credit histories.

At September 30, 2001, we had 145 Home Equity offices doing business in 47 states. Home Equity originates home equity loans through five major origination sources: (1) retail branch network, (2) broker referral network, (3) referrals from its affiliated conforming mortgage company, CTX Mortgage, (4) correspondent mortgage banker network, and (5) Home Equity s direct sales unit, which sources loans through telemarketing.

Substantially all of the mortgage loans produced by Home Equity are securitized, generally on a quarterly basis. Home Equity retains the servicing rights associated with these securitized loans and is the long-term servicer of these loans. In connection with our role as loan servicer, we bill and collect loan payments when due, provide customer help and provide collection efforts relating to delinquent payments, including instituting foreclosure proceedings and liquidating underlying collateral. As of September 30, 2001, Home Equity was servicing a loan portfolio of approximately $3.9 billion.

During the fourth quarter of fiscal 2001, Home Equity entered into a mortgage loan purchase agreement with Harwood Street Funding II, LLC, a special purpose Delaware limited liability company which is referred to as HSF II , pursuant to which HSF II committed to purchase home equity loans from Home Equity on a revolving basis, up to HSF II s financing limit of $550 million. Pursuant to this agreement, Home Equity sells to HSF II home equity loans originated or acquired by Home Equity and continues to service these loans for HSF II. Home Equity, on behalf of HSF II, arranges for the sale or securitization of the home equity loans purchased by HSF II.

Home Equity uses interest rate swap agreements to hedge the market risk associated with carrying its inventory of home equity loans held for securitization. Home Equity will generally pool mortgage loans in anticipation of securitization for up to 120 days. The home equity loans that are not securitized are either sold by us to investors on a whole-loan basis or retained and serviced by us as portfolio loans.

Securitizations completed by Home Equity prior to March 31, 2000 were structured in a manner that caused them to be accounted for as sales, and the resulting gains on such sales were reported in Home Equity s operating results during the period in which the securitization was completed. During fiscal 2000, we concluded that the long-term benefits of converting to the portfolio method to report Home Equity s operating results significantly outweigh the short-term benefit of higher earnings under the gain on sale method previously used for Home Equity s mortgage loan securitizations. Accordingly, effective as of March 31, 2000, Home Equity elected to structure all of its future loan securitizations in a manner that will result in the utilization of the portfolio method for reporting its operating results. This change will have no effect on the profit recognized over the life of each mortgage loan. Rather, the change will merely affect the timing of profit recognition.

Other Financial Services Operations

Our title insurance operations provide traditional title and settlement services to customers principally in Texas, Florida, Virginia, California and Maryland, as well as thirteen other states. Through Westwood Insurance, a multi-line insurance broker acquired by us in fiscal 1999, we market homeowners and hazard insurance to customers of Centex Homes and approximately 141 other homebuilders in 50 states. We also provide property information reports on a regional and nationwide basis through Optima is.com.

Our technologies group, headquartered in Edmund, Oklahoma, provides mortgage quality control services, owns and operates an automated mortgage processing system, and provides the mortgage industry with regulations and guidelines in an electronic format.

Construction Products

Through our Construction Products operations, we manufacture cement, gypsum wallboard, recycled paperboard, aggregates and readymix concrete for distribution and sale. In fiscal 1995, our construction products subsidiary, Centex Construction Products, Inc., completed an initial public offering of 51% of its common stock. Principally as a result of stock repurchases by Centex Construction Products, our ownership interest in Centex Construction Products has increased to 65.2% as of September 30, 2001.

In November 2000, Construction Products acquired certain strategic assets in exchange for net consideration, including assumption of debt, of approximately $442 million. The assets consisted principally of a 1.1 billion square foot gypsum wallboard plant located in Duke, Oklahoma and a recently completed lightweight paper mill in Lawton, Oklahoma. The acquisition was funded from cash on hand and borrowings under an unsecured senior bank credit facility of Construction Products, which has no recourse to Centex.

Cement

Construction Products operates cement plants in or near Buda, Texas; LaSalle, Illinois; Fernley, Nevada; and Laramie, Wyoming. The plants in Buda and LaSalle are owned by separate partnerships in which Construction Products has a 50% interest. All four of the cement plants are fuel-efficient dry process plants.

Construction Products net cement production, excluding the partners 50% interest in the Buda and LaSalle plants, totaled approximately 2.3 million tons in fiscal 2001 and 2.0 million tons in fiscal 2000. Total net cement sales were approximately 2.4 million tons in fiscal 2001 and 2.3 million tons in fiscal 2000, as all four cement plants sold the entire product they produced.

Gypsum Wallboard and Paperboard

Construction Products owns and operates four gypsum wallboard manufacturing facilities, two located in Albuquerque and nearby Bernalillo, New Mexico, one located in Gypsum, Colorado (near Vail) and one located in Duke, Oklahoma. Construction Products also operates a lightweight paper mill in Lawton, Oklahoma. This paper mill is ultimately expected to have the capacity to produce approximately 220,000 tons of gypsum-grade recycled paper per year. The principal sources of demand for gypsum wallboard are residential and non-residential construction, repair and remodeling. Beginning in fiscal 2001, significant declines in gypsum wallboard prices resulting primarily from excess supply negatively impacted the operating results of Construction Products.

Concrete and Aggregates

Construction Products concrete and aggregates operations are located in and around Austin, Texas and northern California. The 10,000-acre aggregates deposit in northern California contains an estimated two billion tons of reserves. Construction Products sells aggregates from this deposit in the Sacramento, California area and in nearby counties.

Contracting and Construction Services

Contracting and Construction Services activities involve the construction of buildings for both private and government interests, including (among others) office, commercial and industrial buildings, hospitals, hotels, museums, libraries, airport facilities and educational institutions. Our contracting and construction services work is performed through our construction group nationwide. Centex Construction Group is made up of four companies with various geographic locations and project niches. New contracts for the group for fiscal 2001 totaled $1.9 billion compared with $1.7 billion for fiscal 2000. The backlog of uncompleted projects at March 31, 2001 was $2.0 billion, compared with $1.4 billion at March 31, 2000. The backlog of uncompleted projects at September 30, 2001 was $2.1 billion.

Construction contracts are primarily entered into under two formats: negotiated or competitive bid. In a negotiated format, the contractor bids a fee (fixed or percentage) over the cost of the project and, in many instances, agrees that the final cost will not exceed a designated amount. Such contracts may include a provision whereby the owner will pay a part of any savings from the guaranteed amount to the contractor. In a competitive-bid format, the contractor will bid a fixed amount to construct the project based on an evaluation of detailed plans and specifications. Historically, the majority of our projects have been competitive-bid jobs. Recent years have seen a shift to higher-margin negotiated private projects. At September 30, 2001, approximately 85% of our outstanding projects were negotiated bid projects.

Investment Real Estate

Investment Real Estate operations involve the acquisition, development and sale of land, primarily for industrial, office, multi-family, retail and mixed-use projects, and investments in other real estate operations. As of September 30, 2001, we owned either directly, or through interests in joint ventures, or through a limited partner interest in Centex Development Company, L.P.: 1,497 acres of land located in seven states; 4,674 plots in 68 residential developments located throughout England; one multi-family community totaling 382 units located in Florida; and industrial, medical office, manufacturing, office and retail projects in Arizona, California, Florida, Michigan, Mississippi, North Carolina and Texas.

Home Services

Our Home Services operations provide pest management, lawn care, and electronic security alarm monitoring services to approximately 375,000 customers, which include both Centex and non-Centex homeowners. With more than 280,000 customers, our pest management business is one of the three largest coast-to-coast pest management providers in the United States. Our lawn care operation is the nation s sixth largest chemical lawn care

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company, providing lawn, tree and shrub protection services to approximately 45,000 customers in ten markets. Our electronic security business provides centralized alarm monitoring services for approximately 50,000 customers.

USE OF PROCEEDS

The net proceeds from the sale of the notes, which we estimate to be $345,461,000 after deducting underwriting discounts and our estimated expenses of the offering, will be used to repay commercial paper borrowings and other short-term debt. The commercial paper borrowings and short-term debt to be repaid from the proceeds of this offering were incurred for working capital, scheduled debt maturities and other general corporate purposes. As of September 30, 2001, Centex had $340,000,000 in outstanding commercial paper borrowings and other short-term debt at a weighted average interest rate of approximately 3.25%. Commercial paper borrowings and other short-term debt vary on a seasonal basis and are used to fund the working capital needs of all of our operations, other than Centex Construction Products, Inc.

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SELECTED FINANCIAL DATA

In the table below, we provide you with selected consolidated financial information prepared based on our consolidated financial statements for each of the fiscal years in the five-year period ended March 31, 2001, as well as for the six-month periods ended September 30, 2001 and September 30, 2000. The financial statements for each of the fiscal years in the five-year period ended March 31, 2001 have been audited by Arthur Andersen LLP, independent public accountants. The financial statements for the six-month periods ended September 30, 2001 and September 30, 2000 have not been audited.

When you read this selected historical consolidated financial data, you should also read the historical financial statements and accompanying notes that we have included in our joint annual report on Form 10-K for the year ended March 31, 2001 and our joint quarterly report on Form 10-Q for the quarter ended September 30, 2001. You can obtain these reports by following the instructions we provide under Where You Can Find More Information in the attached prospectus. Balance sheet information presented in the table below is as of the end of the applicable period.

	Six Months Ended September 30,		Fiscal Years Ended March 31,				
	2001	2000	2001	2000	1999	1998	1997
	(In thousands, except ratios and per share amounts)						
Revenues (1)	$ 3,592,778	$ 3,052,406	$ 6,710,735	$ 6,008,136	$ 5,200,666	$ 4,022,392	$ 3,823,755
Net earnings	168,605	107,299	281,977	257,132	231,962	144,806	106,563
Total assets	8,047,122	5,185,743	6,649,043	3,987,903	4,267,909	3,333,382	2,579,992
Total long-term debt, consolidated	3,199,527	1,650,307	3,040,861	751,160	284,299	237,715	236,769
Total debt, consolidated	4,655,270	2,400,492	3,519,891	1,313,395	1,910,899	1,390,588	864,287
Total debt (with Financial Services reflected on the equity method)	1,712,242	1,151,480	1,464,993	898,068	587,955	311,538	283,769
Deferred income tax asset	36,641	48,840	43,116	49,907	49,107	147,607	197,413
Debt as a percentage of capitalization							
Total debt, consolidated	69.5%	58.4%	65.5%	45.1%	57.6%	53.1%	44.5%
Total debt (with Financial Services reflected on the equity method)	45.6%	40.3%	44.1%	36.0%	29.5%	20.3%	20.9%
Stockholders equity	$ 1,892,357	$ 1,527,684	$ 1,714,064	$ 1,419,349	$ 1,197,639	$ 991,172	$ 835,777
Per common share:							
Earnings per share Basic	$ 2.79	$ 1.82	$ 4.77	$ 4.34	$ 3.90	$ 2.45	$ 1.86
Earnings per share Diluted	$ 2.72	$ 1.79	$ 4.65	$ 4.22	$ 3.75	$ 2.36	$ 1.80
Other operating data:							
Cash dividends per share	$ 0.08	$ 0.08	$ 0.16	$ 0.16	$ 0.16	$ 0.135	$ 0.10
Adjusted EBITDA (2)(3)	$ 309,181	$ 235,540	$ 540,953	$ 486,117	$ 345,842	$ 249,900	$ 179,327
Ratio of Adjusted EBITDA to	5.46x	5.35x	5.46x	7.27x	8.32x	7.51x	5.26x

interest expense
(2)(3)

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(1) We adopted the provisions of Emerging Issues Task Force Issue No. 00-10, Accounting for Shipping and Handling Fees and Costs, during the quarter ended March 31, 2001. As a result of this adoption, net revenues have been restated to include freight and delivery costs billed to customers. Previously, such billings were offset against corresponding expenses in cost of sales.

(2) Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization expense and, for the reasons described under Ratio of Earnings to Fixed Charges below, excludes our Financial Services operations. Adjusted EBITDA is not

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intended to represent cash flow in accordance with generally accepted accounting principles and does not represent the measure of cash available for distribution. Adjusted EBITDA is not intended as an alternative to net earnings. For additional financial information that includes and excludes our Financial Services operations, please see our joint annual report on Form 10-K for the year ended March 31, 2001 and our joint quarterly report on Form 10-Q for the quarter ended September 30, 2001.

(3) Interest expense excludes interest expense attributable to our Financial Services operations.

Ratio of Earnings to Fixed Charges

	Six Months Ended September 30,		**Fiscal Years Ended March 31,**				
	2001	**2000**	**2001**	**2000**	**1999**	**1998**	**1997**
Total enterprise	2.78x	3.27x	3.18x	4.52x	4.31x	4.16x	3.71x
Centex (excluding Financial Services operations)	3.89x	4.63x	4.92x	6.96x	7.42x	6.83x	5.22x

These computations include Centex Corporation, and except as otherwise noted, our subsidiaries, and 50% or less owned companies. For these ratios, fixed charges include:

- interest on all debt and amortization of debt discount and expense;
- capitalized interest; and
- an interest factor attributable to rentals.

Earnings include the following components:

- income from continuing operations before adjustment for minority interests in consolidated subsidiaries or income or loss from equity investments;
- fixed charges as defined above, but excluding capitalized interest; and
- amortization of capitalized interest.

To calculate the ratio of earnings to fixed charges, excluding our Financial Services operations, the applicable interest expense was deducted from the fixed charges and the applicable earnings were deducted from the earnings amount.

The computations in the tables above that exclude our Financial Services operations are presented only to provide investors an alternative method of measuring our ability to utilize adjusted EBITDA and earnings to cover our interest expense or fixed charges. The principal reasons we present these computations that exclude our Financial Services operations are as follows:

- the Financial Services subsidiaries operate in a distinctly different financial environment that generally requires significantly less equity to support their higher debt levels compared to the operations of our other subsidiaries;
- the Financial Services subsidiaries have structured their financing programs substantially on a stand-alone basis; and
- we have very limited obligations with respect to the indebtedness of our Financial Services subsidiaries.

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Outstanding Indebtedness

The following table sets forth our senior and subordinated indebtedness (excluding indebtedness of our subsidiaries) as of September 30, 2001:

Senior debt:		
Medium-Term Notes, 4.29% to 7.95%, due through 2007	$	271,000,000
Long-Term Notes, 6.4% to 9.75%, due through 2011		614,951,000
Notes to Contracting and Construction Services group		283,600,000
Commercial paper borrowings and other short-term debt		340,000,000
Total senior debt	$	1,509,551,000
Subordinated debt:		
8.75% Subordinated Debentures due in 2007	$	99,602,000
7.38% Subordinated Debentures due in 2006		99,821,000
Convertible Subordinated Note due 2010		2,100,000
Total subordinated debt	$	201,523,000
Total debt	$	1,711,074,000

Certain borrowings described in the above table vary on a seasonal basis and depend upon the working capital needs of our operations. Since September 30, 2001, we have issued additional medium-term notes and our outstanding commercial paper borrowings have increased.

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DESCRIPTION OF NOTES

The following description of the particular terms of the notes supplements the description of the general terms of the debt securities set forth under the heading Description of Debt Securities in the attached prospectus. If the descriptions are inconsistent, this prospectus supplement controls. Capitalized terms used in this prospectus supplement that are not otherwise defined will have the meanings given to them in the accompanying prospectus. The following statements with respect to the notes are summaries, do not purport to be complete and are subject to, and qualified by reference to, the provisions of the notes and the Indenture.

General

We will issue the notes as a separate series of debt securities under the Indenture, dated as of October 1, 1998, between us and JPMorgan Chase Bank (formerly The Chase Manhattan Bank), as Trustee. For a more complete description of the Indenture, see Description of Debt Securities in the attached prospectus. The notes are unsecured and will rank equally with all of our other unsecured and unsubordinated indebtedness. We will issue the notes with an initial aggregate principal amount of $350,000,000.

The notes will bear interest from January 11, 2002, payable on January 15 and July 15 of each year, commencing July 15, 2002. Interest will be computed on the basis of a 360-day year of twelve 30-day months. Interest will be payable generally to the person in whose name the note is registered at the close of business on the January 1 or July 1 next preceding the January 15 or July 15 interest payment date. The notes will mature on January 15, 2012 and will accrue interest at a rate of 7 1/2% per annum.

The notes will be issued in fully registered form only in denominations of $1,000 and integral multiples of $1,000. We will initially issue the notes in global book-entry form. So long as the notes are in book-entry form, we will make payments on the notes to the depository or its nominee, as the registered owner of the notes, by wire transfer of immediately available funds. See Book-Entry System.

Because we are a holding company and all operations are conducted by our subsidiaries, holders of our debt securities will generally have a junior position to claims of creditors and certain security holders of our subsidiaries, including trade creditors, debt holders, secured creditors, taxing authorities, guarantee holders and any preferred stockholders. Certain of our operating subsidiaries, principally our Financial Services operations, have ongoing corporate debt programs used to finance their business activities. As of September 30, 2001, our subsidiaries had approximately $3.2 billion of outstanding debt (including certain asset securitizations accounted for as borrowings). Moreover, our ability to pay principal and interest on the notes is, to a large extent, dependent upon our receiving dividends, interest or other amounts from our subsidiaries. The Indenture under which the notes are to be issued does not contain any limitation on our ability to incur additional debt or on our subsidiaries ability to incur additional debt to us or to unaffiliated third parties. In addition, we borrow funds from and lend funds to our subsidiaries from time to time to manage our working capital needs. Our indebtedness to our subsidiaries will rank equally in right of payment to the notes.

The Indenture does not limit the amount of debt securities that we may issue under the Indenture, and we may issue debt securities in one or more series up to the aggregate initial offering price authorized by us for each series. We may, without the consent of the holders of the notes, reopen this series of notes on one or more future occasions and issue additional notes under the Indenture in addition to the $350,000,000 of notes authorized as of the date of this prospectus supplement.

If any interest payment date, redemption date or the maturity date of the notes is not a business day at any place of payment, then payment of the principal, premium, if any, and interest on the notes may be made on the next business day at that place of payment. In that case, no interest will accrue on the amount payable for the period from and after the applicable interest payment date, redemption date or maturity date, as the case may be.

You will not have the right to require us to redeem or repurchase the notes at your option.

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Optional Redemption

We may, at our option, redeem the notes in whole at any time or in part from time to time, on at least 30 but not more than 60 days prior notice, at a redemption price equal to the greater of:

100% of their principal amount, and

the present value of the Remaining Scheduled Payments (as defined below) on the notes being redeemed on the redemption date, discounted to the date of redemption, on a semiannual basis, at the Treasury Rate (as defined below) plus 35 basis points (.35%).

We will also accrue interest on the notes to the date of redemption. In determining the redemption price and accrued interest, interest shall be calculated on the basis of a 360-day year consisting of twelve 30-day months.

If money sufficient to pay the redemption price of and accrued interest on the notes to be redeemed is deposited with the Trustee on or before the redemption date, on and after the redemption date interest will cease to accrue on the notes (or such portions thereof) called for redemption and the notes will cease to be outstanding.

Comparable Treasury Issue means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes. Independent Investment Banker means J.P. Morgan Securities Inc. or Salomon Smith Barney Inc.

Comparable Treasury Price means, with respect to any redemption date, (1) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third business day preceding such redemption date, as set forth in the daily statistical release (or any successor release) published by the Federal Reserve Bank of New York and designated Composite 3:30 p.m. Quotations for U.S. Government Securities or (2) if such release (or any successor release) is not published or does not contain such prices on such business day, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (B) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.

Reference Treasury Dealer means J.P. Morgan Securities Inc. and Salomon Smith Barney Inc. and their respective successors, and, at our option, other primary U.S. government securities dealers in New York City selected by us.

Reference Treasury Dealer Quotations means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m. on the third business day preceding such redemption date.

Remaining Scheduled Payments means, with respect to any note, the remaining scheduled payments of the principal thereof to be redeemed and interest thereon that would be due after the related redemption date but for such redemption; provided, however, that, if such redemption date is not an interest payment date with respect to such note, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to such redemption date.

Treasury Rate means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

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Sinking Fund

There will not be a sinking fund for the notes.

Certain Covenants

The following covenants apply to the notes.

Limitation on Liens. We will not and will not permit any of our subsidiaries, other than Centex Financial Services, Inc. and its subsidiaries, to issue, assume or guarantee any indebtedness for borrowed money if that borrowed money is secured by a mortgage, pledge, security interest, lien or other encumbrance (a lien) on or with respect to any of our properties or assets or the assets or properties of our subsidiaries or on any shares of capital stock or other equity interests of any subsidiary that owns property or assets, other than Centex Financial Services, Inc. and its subsidiaries, whether, in each case, owned at the date of the Indenture or thereafter acquired, unless:

- we make effective provision under which the notes are secured equally and ratably with any and all borrowed money that we secure, or
- the aggregate amount of all of our and our subsidiaries secured borrowings, together with all attributable debt (as defined in the Indenture) in respect of sale and lease-back transactions existing at that time, with the exception of transactions that are not subject to the limitation described in Limitation on Sale and Lease-Back Transactions below, would not exceed 20% of our and our subsidiaries consolidated net tangible assets (as defined in the Indenture), as shown on the audited consolidated balance sheet contained in the latest annual report to our stockholders.

The limitation described above will not apply to:

- any lien existing on our properties or assets or shares of capital stock or other equity interests at the date of the Indenture,
- any lien created by a subsidiary in our favor or in favor of one of our wholly-owned subsidiaries,
- any lien existing on any asset of any corporation or other entity, or on any accession or improvement to that asset or any proceeds from that asset or improvement, at the time that corporation or other entity becomes a subsidiary or is merged or consolidated with or into us or one of our subsidiaries,
- any lien on any asset existing at the time that asset is acquired, or on any accession or improvement to that asset or any proceeds from that asset or improvement,
- any lien on any asset, or on any accession or improvement to that asset or any proceeds from that asset or improvement, securing indebtedness we incur or assume for the purpose of financing all or any part of the cost of acquiring or improving that asset, if that lien attaches to that asset concurrently with or within 180 days after the acquisition or improvement of that asset,
- any lien incurred in connection with pollution control, industrial revenue or any similar financing,
- any refinancing, extension, renewal or replacement of any of the liens described above if the principal amount of the indebtedness secured is not increased and is not secured by any additional assets, or
- any lien imposed by law.

Limitation on Sale and Lease-Back Transactions. Neither we nor any of our subsidiaries may enter into any arrangement with any person, other than with us, under which we or any of our subsidiaries lease any of our

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properties or assets, except for temporary leases for a term of not more than three years and except for sales and leases of model homes, if that property has been or is to be sold or transferred by us or any of our subsidiaries to that person (referred to in this prospectus supplement as a sale and lease-back transaction).

The limitation described above does not apply to any sale and lease-back transaction if:

- our net proceeds or the net proceeds of our subsidiaries from the sale or transfer are equal to or exceed the fair value, as determined by our Board of Directors, Chairman of the Board, Vice Chairman, President or principal financial officer, of the property so leased,

- we or any of our subsidiaries would be entitled to incur indebtedness secured by a lien on the property to be leased as described in Limitation on Liens above,

- we, within 180 days of the effective date of any sale and lease-back transaction, apply an amount equal to the fair value of the property so leased to the retirement of our funded indebtedness (as defined in the Indenture),

- the sale and lease-back transaction relates to a sale which occurs within 180 days from the date of acquisition of that property by us or any of our subsidiaries or the date of the completion of construction or commencement of full operations on that property, whichever is later, or

- the transaction was consummated prior to the date of the Indenture.

Legal Defeasance

We will be discharged from our obligations on the notes at any time if:

- we deposit with the Trustee sufficient cash or government securities to pay the principal, interest, any premium and any other sums due to the stated maturity date or a redemption date of the notes, and

- we deliver to the Trustee an opinion of counsel stating that the federal income tax obligations of the holders of the notes will not change as a result of our performing the action described above.

If this happens, the holders of the notes will not be entitled to the benefits of the Indenture except for the registration of transfer and exchange of notes and the replacement of lost, stolen or mutilated notes.

Covenant Defeasance

We will be discharged from our obligations under any restrictive covenant applicable to the notes if we perform both actions described above under the heading Legal Defeasance. However, if we cause an event of default apart from breaching a restrictive covenant, there may not be sufficient money or government obligations on deposit with the Trustee to pay all amounts due on the notes. In that instance, we would remain liable for these amounts.

Form of Notes

Upon issuance, the notes will be issued in book-entry form and be represented by one or more global securities in registered form, without coupons (the Global Securities), which will be issued in a denomination equal to the aggregate outstanding principal amount of the notes and deposited with, or on behalf of, The Depository Trust Company (DTC), as depository.

Book-Entry System

The notes will be represented by Global Securities registered in the name of Cede & Co., as a nominee of

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DTC. The information set forth under Description of Debt Securities Global Certificates in the attached prospectus will apply to the notes. Thus, beneficial interests in the notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its participants. Except under the circumstances described below and in the attached prospectus, owners of beneficial interests in the Global Securities will not be entitled to receive notes in definitive form and will not be considered holders of notes.

The following is based on information furnished by DTC:

DTC is a limited-purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code, and a clearing agency registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds securities that its participants (direct participants) deposit with DTC. DTC also facilitates the settlement among direct participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in the participants accounts, which eliminates the need for physical movement of securities certificates. Direct participants of DTC include securities brokers and dealers (including the underwriters), banks, trust companies, clearing corporations and certain other organizations. DTC is owned by a number of its direct participants and by the New York Stock Exchange, Inc., the American Stock Exchange, LLC, and the National Association of Securities Dealers, Inc. Access to DTC s system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a direct participant, either directly or indirectly (indirect participants). The rules applicable to DTC and its direct and indirect participants are on file with the SEC.

Purchases of notes under DTC s system must be made by or through direct participants, which will receive a credit for those book-entry notes on DTC s records. The ownership interest of each actual purchaser of each note represented by a Global Security (beneficial owner) is in turn to be recorded on the records of the direct participants and the indirect participants. Beneficial owners will not receive written confirmation from DTC of their purchase, but they are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the direct participants or the indirect participants through which the beneficial owner entered into the transaction. Transfers of ownership interests in a Global Security are to be accomplished by entries made on the books of the direct and indirect participants acting on behalf of the beneficial owners. Beneficial owners of a Global Security will not receive certificated notes representing their ownership interests therein, except in the event that use of the book-entry system for the book-entry notes is discontinued.

To facilitate subsequent transfers, all Global Securities deposited by direct participants with DTC are registered in the name of DTC s nominee, Cede & Co. The deposit of Global Securities with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the Global Securities representing the book-entry notes; DTC s records reflect only the identity of the direct participants to whose accounts the book-entry notes are credited, which may or may not be the beneficial owners. The direct and indirect participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to direct participants, by direct participants to indirect participants, and by direct participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither DTC nor Cede & Co. will consent or vote with respect to the Global Securities. Under its usual procedures, DTC mails an omnibus proxy to us as soon as possible after the applicable record date. The omnibus proxy assigns Cede & Co. s consenting or voting rights to those direct participants to whose accounts the book-entry notes are credited on the applicable record date.

Principal, premium, if any, and/or interest, if any, payments on the Global Securities will be made to Cede & Co. DTC s practice is to credit direct participants accounts, upon DTC s receipt of funds and

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corresponding detail information from us or the Trustee, on the payment date in accordance with their respective holdings shown on DTC s records. Payments by direct and indirect participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in street name , and will be the responsibility of such participant and not of DTC, the Trustee or us, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, and/or interest, if any, to Cede & Co. is our responsibility and that of the Trustee, disbursement of such payments to direct participants shall be the responsibility of DTC, and disbursement of those payments to the beneficial owners shall be the responsibility of direct participants and indirect participants.

If applicable, redemption notices shall be sent to DTC. If less than all of the book-entry notes of like tenor and terms are being redeemed, DTC s practice is to determine by lot the amount of the interest of each direct participant in the issue to be redeemed.

A beneficial owner shall give notice of any option to elect to have its book-entry notes purchased by us, through its participant, to the Trustee, and shall effect delivery of such book-entry notes by causing the direct participant to transfer the participant s interest in the securities representing such book-entry notes, on DTC s records, to the Trustee. The requirement for physical delivery of book-entry notes in connection with a demand for repurchase will be deemed satisfied when the ownership rights in the securities representing such book-entry notes are transferred by direct participants on DTC s records and followed by a book-entry credit of the securities to the Trustee s DTC account.

DTC may discontinue providing its services as securities depository with respect to the book-entry notes at any time by giving us and the Trustee reasonable notice. Under these circumstances, in the event that a successor securities depository is not obtained, certificated notes are required to be printed or delivered.

We may decide to discontinue use of the system of book-entry transfers through DTC, or a successor securities depository. In that event, certificated notes will be printed and delivered.

According to DTC, the foregoing information with respect to DTC has been provided to the financial community for informational purposes only and is not intended to serve as a representation, warranty, or contract modification of any kind.

The information in this section concerning DTC and DTC s system has been obtained from sources that we believe to be reliable, but neither we nor any underwriter takes any responsibility for the accuracy of the information.

Same-Day Settlement and Payment

Settlement for the notes will be made by the underwriters in immediately available funds. So long as DTC continues to make its Same-Day Funds Settlement System available to us:

- We will make all payments of principal and interest on the notes in immediately available funds.
- The notes will trade in DTC s Same-Day Funds Settlement System until maturity.

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UNDERWRITING

Subject to the terms and conditions stated in the underwriting agreement dated the date of this prospectus supplement, each underwriter named below has agreed to purchase, and we have agreed to sell to that underwriter severally, the principal amount of notes set forth opposite the underwriter s name.

Underwriter	Principal Amount of notes
J.P. Morgan Securities Inc.	$ 175,000,000
Salomon Smith Barney Inc.	175,000,000
Total	$ 350,000,000

The underwriting agreement provides that the obligations of the underwriters to purchase the notes included in this offering are subject to approval of legal matters by counsel and to other conditions. The underwriters are obligated to purchase all the notes if they purchase any of the notes.

The underwriters propose to offer some of the notes directly to the public at the public offering price set forth on the cover page of this prospectus supplement and some of the notes to dealers at the public offering price less a concession not to exceed 0.40% of the principal amount of the notes. The underwriters may allow, and dealers may reallow a concession not to exceed 0.25% of the principal amount of the notes on sales to other dealers. After the initial offering of the notes to the public, the representatives may change the public offering price and concessions.

The following table shows the underwriting discounts and commissions that we are to pay to the underwriters in connection with this offering (expressed as a percentage of the principal amount of the notes).

	Paid by Centex
Per note	0.65%

In connection with the offering, the underwriters may purchase and sell notes in the open market. These transactions may include over-allotment, syndicate covering transactions and stabilizing transactions. Over-allotment involves syndicate sales of notes in excess of the principal amount of notes to be purchased by the underwriters in the offering, which creates a syndicate short position. Syndicate covering transactions involve purchases of the notes in the open market after the distribution has been completed in order to cover syndicate short positions. Stabilizing transactions consist of certain bids or purchases of notes made for the purpose of preventing or retarding a decline in the market price of the notes while the offering is in progress.

The underwriters also may impose a penalty bid. Penalty bids permit the underwriters to reclaim a selling concession from a syndicate member when an underwriter, in covering syndicate short positions or making stabilizing purchases, repurchases notes originally sold by that syndicate member.

Any of these activities may have the effect of preventing or retarding a decline in the market price of the notes. They may also cause the price of the notes to be higher than the price that otherwise would exist in the open market in the absence of these transactions. The underwriters may conduct these transactions in the over-the-counter market or otherwise. If the underwriters commence any of these transactions, they may discontinue them at any time.

We estimate that our total expenses for this offering will be $150,000.

J.P. Morgan Securities Inc. (JPMorgan) will make the notes available for distribution on the Internet through a proprietary web site and/or a third-party system operated by Market Axess Inc., an Internet-based communications technology provider. Market Axess Inc. is providing the system as a conduit for communications between JPMorgan and its customers and is not a party to any transactions. Market Axess Inc., a registered broker-dealer, will receive compensation from JPMorgan based on transactions JPMorgan conducts through the system. JPMorgan will make the notes available to its customers through the Internet distributions, whether made through a proprietary or third-party system, on the same terms as distributions made through other channels.

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The underwriters or their affiliates have performed investment banking, commercial banking and advisory services for us or our affiliates from time to time for which they have received customary fees and expenses. The underwriters or their affiliates may, from time to time, engage in transactions with and perform services for us or our affiliates in the ordinary course of their business. J.P. Morgan Securities Inc. and Salomon Smith Barney Inc. are affiliates of one or more of our lenders. JPMorgan Chase Bank, an affiliate of J.P. Morgan Securities Inc., is the Trustee under the Indenture.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, or to contribute to payments the underwriters may be required to make because of any of those liabilities.

LEGAL OPINIONS

Raymond G. Smerge, Esq., our Executive Vice President, Chief Legal Officer and Secretary, will issue an opinion about the legality of the notes for us. Baker Botts L.L.P., Dallas, Texas, our special counsel, will also issue an opinion about the legality of the notes and will pass on, among other things, the enforceability of the Indenture. Certain legal matters in connection with the sale of the notes will be passed upon for the underwriters by Milbank, Tweed, Hadley & McCloy LLP, New York, New York.

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PROSPECTUS

$1,100,000,000

CENTEX CORPORATION

Senior Debt Securities
Subordinated Debt Securities
Common Stock
Preferred Stock
Warrants
Stock Purchase Contracts
Stock Purchase Units

We may offer from time to time:

Senior Debt Securities
Subordinated Debt Securities
Common Stock
Preferred Stock
Warrants
Stock Purchase Contracts
Stock Purchase Units

We will provide the specific terms of these securities in supplements to this prospectus. You should read this prospectus and the supplements carefully before you invest.

Our common stock is traded on the New York Stock Exchange under the trading symbol CTX and on The London Stock Exchange Limited.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 7, 2000.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the SEC utilizing a shelf registration process. The registration statement also includes a prospectus under which Centex Trust I and Centex Trust II, two of our subsidiaries, may offer from time to time trust preferred securities guaranteed by us and we may offer our related junior subordinated debt securities, and our stock purchase contracts or stock purchase units. Under the shelf process, we may offer any combination of the securities described in these two prospectuses in one or more offerings with a total initial offering price of up to $1,100,000,000. This prospectus provides you with a general description of the senior debt securities, subordinated debt securities, common stock, preferred stock, warrants, stock purchase contracts and stock purchase units we may offer. Each time we use this prospectus to offer these securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. Please carefully read this prospectus and the prospectus supplement together with the additional information described under the heading Where You Can Find More Information.

CENTEX

Through its various subsidiaries, Centex Corporation is one of the nation s largest home builders and general building contractors and also provides retail mortgage lending services. We currently operate in five principal business segments:

- Home Building;
- Investment Real Estate;
- Financial Services;
- Construction Products; and
- Contracting and Construction Services.

Home Building

The Home Building business has expanded to include both Conventional Homes and Manufactured Homes.

The Conventional Homes operations currently involve the construction and sale of single-family homes, town homes and low-rise condominiums and also include the purchase and development of land.

In March 1997, we entered the Manufactured Homes business when we acquired approximately 80% of the predecessor of Cavco Industries, LLC. During the fourth quarter of fiscal 2000, we acquired the remaining 20% interest in Cavco. Manufactured Homes operations include the manufacture of residential and park model homes and their sale through company-owned retail outlets and a network of independent dealers.

Investment Real Estate

Investment Real Estate operations involve the acquisition, development and sale of land, and the development of industrial, office, retail and other commercial projects and apartment complexes.

Financial Services

Through our Financial Services operations, we offer financing of conventional homes, home equity and sub-prime lending and the sale of title and other insurance coverages. These activities include mortgage origination and other related services for homes sold by our subsidiaries and by others.

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Construction Products

Through our Construction Products operations, we manufacture cement, gypsum wallboard and ready-mix concrete for distribution and sale. In April 1994, our construction products subsidiary, Centex Construction Products, Inc., completed an initial public offering of 51% of its common stock. Principally as a result of stock repurchases by Centex Construction Products, our ownership interest in Centex Construction Products has increased to 65.3% as of September 30, 2000.

Contracting and Construction Services

Contracting and Construction Services activities involve the construction of buildings for both private and government interests, including hotels, office buildings, hospitals, correctional facilities, schools, shopping centers, airports, parking garages, sport stadiums, military facilities, post offices and convention and performing arts centers.

Our principal executive office is located at 2728 N. Harwood Street, Dallas, Texas 75201, and our telephone number is (214) 981-5000.

WHERE YOU CAN FIND MORE INFORMATION

We, together with 3333 Holding Corporation and Centex Development Company, L.P., file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC s public reference rooms at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the SEC s Regional Offices at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511, and at 7 World Trade Center, Suite 1300, New York, New York 10048. Our SEC filings are also available to the public over the Internet at the SEC s web site at *http://www.sec.gov*. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms.

This prospectus is part of a registration statement we have filed with the SEC relating to the securities we may offer. As permitted by SEC rules, this prospectus does not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules we file with the SEC. You may refer to the registration statement, the exhibits and schedules for more information about us and our securities. The registration statement, exhibits and schedules are available at the SEC s public reference room or through its web site.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference:

- our Joint Annual Report on Form 10-K of Centex Corporation, 3333 Holding Corporation and Centex Development Company, L.P. for the year ended March 31, 2000;

- our Joint Quarterly Reports on Form 10-Q of Centex Corporation, 3333 Holding Corporation and Centex Development Company, L.P. for the quarters ended June 30, 2000 and September 30, 2000;

- our Current Reports on Form 8-K dated April 27, 2000, June 14, 2000, October 25, 2000, November 16, 2000 and November 17, 2000;

- description of our common stock, $0.25 par value per share, contained in the Registration Statement on Form 8-A dated October 28, 1971 and Form 8 dated November 11, 1971, as such forms may be amended to update such description;

- description of the 3333 Holding Corporation common stock, $0.01 par value per share, contained in the Registration Statement on Form 10 dated July 12, 1987, as amended by Form 8 dated October 14, 1987, Form 8 dated November 12, 1987 and Form 8 dated November 23, 1987, as such forms may be amended to update such description;

description of the warrants to purchase Class B Units of limited partnership interest of Centex Development Company, L.P. contained in the Registration Statement on Form 10 dated July 12, 1987, as amended by Form 8 dated October 14, 1987, Form 8 dated November 12, 1987 and Form 8 dated November 30, 1987, as such forms may be amended to update such description; and

description of the preferred stock purchase rights contained in the Form 8-A Registration Statement of Centex dated October 8, 1996, as amended by Form 8-A/A filed on February 22, 1999, as such forms may be amended to update such description.

We also incorporate by reference any future filings made with the SEC by Centex Corporation, 3333 Holding Corporation and Centex Development Company, L.P. under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 until we sell all of the securities.

You may request a copy of these filings at no cost, by writing or telephoning us at the following address and telephone number:

Corporate Secretary
Centex Corporation
2728 North Harwood Street
Dallas, Texas 75201
(214) 981-5000

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted.

A WARNING ABOUT FORWARD-LOOKING STATEMENTS

Statements contained or incorporated by reference in this prospectus and the accompanying prospectus supplement that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements include information about possible or assumed future results of our operations. Also, when we use any of the words believes, expects, anticipates or similar expressions, we are making forward-looking statements. Many possible events or factors could affect the future financial results and performance of our company. This could cause results or performance to differ materially from those expressed in our forward-looking statements. You should consider these risks when you purchase securities. These possible events or factors include the following:

general economic conditions and interest rates;

the cyclical and seasonal nature of our businesses;

adverse weather;

changes in property taxes and energy costs;

changes in federal income tax laws and federal mortgage financing programs;

governmental regulation;

changes in governmental and public policy;

changes in economic conditions specific to any one or more of our markets and businesses;

competition;

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availability of raw materials; and

unexpected operations difficulties.

We refer you to the documents identified above under Where You Can Find More Information for a discussion of these factors and their effects on our business.

USE OF PROCEEDS

Except as otherwise provided in the related prospectus supplement, we will use the net proceeds from the sale of the offered securities for general corporate purposes. These purposes may include:

repayments or refinancing of debt

working capital

capital expenditures

acquisitions

repurchases or redemption of securities

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth the ratio of earnings to fixed charges for the periods indicated:

	Six Months Ended September 30,		Fiscal Years Ended March 31,				
	2000	1999	2000	1999	1998	1997	1996
Total enterprise	3.27x	4.43x	4.52x	4.31x	4.16x	3.71x	1.82x
Centex (excluding financial services operations)	4.62x	7.22x	6.96x	7.42x	6.83x	5.22x	1.99x

These computations include Centex Corporation, and except as otherwise noted, our subsidiaries, and 50% or less owned companies. For these ratios, fixed charges include:

interest on all debt and amortization of debt discount and expense;

capitalized interest; and

an interest factor attributable to rentals.

Earnings include the following components:

income from continuing operations before adjustment for minority interests in consolidated subsidiaries or income or loss from equity investments;

fixed charges as defined above, but excluding capitalized interest; and

amortization of capitalized interest.

To calculate the ratio of earnings to fixed charges excluding our financial services operations, the applicable interest expense was deducted from the fixed charges and the applicable earnings were deducted from the earnings amount.

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The computations that exclude our financial services operations are included only to provide investors an alternative method of measuring the ability of our earnings to cover our fixed charges. The principal reasons why we present these computations that exclude our financial services operations are as follows:

- the financial services subsidiaries operate in a distinctly different financial environment that generally requires significantly less equity to support their higher debt levels compared to the operations of our other subsidiaries;
- the financial services subsidiaries have structured their financing programs substantially on a stand-alone basis; and
- we have very limited obligations with respect to the indebtedness of our financial services subsidiaries.

DESCRIPTION OF DEBT SECURITIES

Any debt securities that we offer will be our direct unsecured general obligations. These debt securities will be either senior debt securities or subordinated debt securities and will be issued under one or more separate indentures between us and The Chase Manhattan Bank, as trustee, which is the successor to Chase Bank of Texas, National Association and Texas Commerce Bank, National Association. A debt security is considered senior or subordinated depending on how it ranks in relation to our other debts. Senior debt securities will generally rank equal to other senior debt securities or unsubordinated debt. Holders of our subordinated debt securities will only be entitled to payment after we pay our senior debts, including our senior debt securities.

Any senior debt securities that we offer will be issued under a senior indenture and subordinated debt securities will be issued under a subordinated indenture. Unless specifically stated otherwise, all references below to an article or section refer to that article or section in both indentures.

We have summarized the material provisions of the indentures in this section, but this is only a summary. The senior indenture and the subordinated indenture have been filed with the SEC and are incorporated by reference as to our registration statement that contains this prospectus. See Where You Can Find More Information. You should read the indentures for provisions that may be important to you. You should review the applicable indenture for additional information before you buy any debt securities. Capitalized terms used in the following summary have the meanings specified in the indentures unless otherwise defined below.

General Information About the Debt Securities

Because we are a holding company and all operations are conducted by our subsidiaries, holders of our debt securities will generally have a junior position to claims of creditors and certain security holders of our subsidiaries, including trade creditors, debtholders, secured creditors, taxing authorities, guarantee holders and any preferred stockholders. Certain of our operating subsidiaries have ongoing corporate debt programs used to finance their business activities. As of September 30, 2000, our subsidiaries had approximately $1.3 billion of outstanding debt (including certain asset securitizations accounted for as borrowings). Moreover, our ability to pay principal and interest on our debt securities is, to a large extent, dependent upon our receiving dividends, interest or other amounts from our subsidiaries. The indentures under which the debt securities are to be issued do not contain any limitation on our ability to incur additional debt or on our subsidiaries ability to incur additional debt to us or to unaffiliated third parties. In addition, we borrow funds from and lend funds to our subsidiaries from time to time to manage our working capital needs. Our indebtedness to our subsidiaries will rank equally in right of payment to our senior debt securities and senior in right of payment to our subordinated debt securities.

A prospectus supplement and a supplemental indenture relating to any series of debt securities being offered will include specific terms relating to the offering. These terms will include some or all of the following:

- the title, type and amount of the debt securities
- the total principal amount and priority of the debt securities

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- the percentage of the principal amount at which the debt securities will be issued and any payments due if the maturity of the debt securities is accelerated
- the dates on which the principal of the debt securities will be payable
- the interest rate which the debt securities will bear and the interest payment dates for the debt securities
- any optional redemption periods
- any sinking fund or other provisions that would obligate us to repurchase or otherwise redeem the debt securities
- the terms of any right to convert debt securities into shares of our common stock or other securities or property
- any provisions granting special rights to holders when a specified event occurs
- any changes to or additional events of default or covenants
- any special tax implications of the debt securities, including provisions for original issue discount securities, if offered
- any other terms of the debt securities

None of the indentures limits the amount of debt securities that may be issued. Each indenture allows debt securities to be issued up to the principal amount that may be authorized by us and may be in any currency or currency unit designated by us.

Debt securities of a series may be issued in registered, bearer, coupon or global form.

Covenants Included in the Indentures

Under the indentures, we will:

- pay the principal, interest and any premium on the debt securities when due;
- maintain a place of payment;
- deliver a report to the trustee at the end of each fiscal year reviewing our obligations under the indentures; and
- deposit sufficient funds with any paying agent on or before the due date for any principal, interest or any premium.

Payment of Principal, Interest and Premium; Transfer of Securities

Unless we designate otherwise, we will pay principal, interest and any premium on fully registered securities in Dallas, Texas. We will make payments by check mailed to the persons in whose names the debt securities are registered on days specified in the indentures or any prospectus supplement. We will make debt securities payments in other forms at a place we designate and specify in a prospectus supplement. You may transfer or exchange fully registered securities at the corporate trust office of the trustee or at any other office or agency maintained by us for such purposes, without having to pay any service charge except for any tax or governmental charge.

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Specific Characteristics of Our Debt Securities

Senior Debt Securities

Generally, our senior debt securities will rank equally with all of our other senior debt and unsubordinated debt. All series of senior debt securities issued under the senior indenture will rank equally in right of payment with each other and with our other senior debt. Any additional senior debt securities would rank equally in right of payment with the senior debt securities offered and sold under this prospectus and the related prospectus supplement. Further, the senior indenture does not prohibit us from issuing additional debt securities that may rank equally in right of payment to the senior debt securities.

Any senior debt securities offered pursuant to the senior indenture will be senior in right of payment to our subordinated debt securities. The following table sets forth our senior and subordinated indebtedness (excluding indebtedness of our subsidiaries) as of September 30, 2000:

Senior debt:		
Medium-Term Note programs, 7.165% to 7.95%	$	461,987,000
Senior Note programs, 6.4% to 9.75%		214,961,000
Notes to Contracting and Construction Services Group		258,000,000
Commercial paper borrowings and other short-term debt		235,000,000
Total senior debt	$	1,169,948,000
Subordinated debt:		
8.75% Subordinated Debentures due March 1, 2007	$	99,547,000
7.375% Subordinated Debentures due June 1, 2005		99,772,000
Convertible Subordinated Note due 2010		2,100,000
Total subordinated debt	$	201,419,000
Total debt	$	1,371,367,000

Senior debt is defined to include all notes or other unsecured evidences of indebtedness including guarantees of Centex for money borrowed by us, not expressed to be subordinate or junior in right of payment to any other indebtedness of Centex.

Subordinated Debt Securities

The subordinated debt securities that may be offered will have a junior position to all of our senior debt. Under the subordinated indenture, payment of the principal, interest and any premium on the subordinated debt securities will generally be subordinated and junior in right of payment to the prior payment in full of all senior debt.

Except in certain circumstances, the subordinated indenture prohibits us from making any payment of principal of or premium, if any, or interest on, or sinking fund requirements for, any subordinated debt securities:

- in the event we fail to pay the principal, interest, any premium or any other amounts on any senior debt when due; or
- if there is any default relating to certain senior debt beyond the period of grace, unless and until the default on the senior debt is cured or waived.

The subordinated indenture does not limit the amount of senior debt that we may incur. The subordinated indenture provides that all series of subordinated debt securities that may be offered are equal in priority to our subordinated debt securities and will rank equally in right of payment to our subordinated debt securities.

Except in certain circumstances, upon any distribution of our assets in connection with any dissolution, winding up, liquidation, reorganization, bankruptcy or other similar proceeding relative to us or our property, the holders of all senior debt will first be entitled to receive payment in full of the principal and premium, if any, and

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