CENTENE CORP Form 4

September 29, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add NEIDORFF M	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol CENTENE CORP [CNC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
7700 FORYST	FORYSTH BOULEVARD		(Month/Day/Year) 09/29/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ST. LOUIS, M	IO 63105		Filed(Month/Day/Year)	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 Owne		(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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	Table	CI-MOH-D	ciivative	ccuin	ics Acq	un cu, Disposcu o	i, or Denemeral	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Form: Direct	Indirect
	any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
	•					Following	(Instr. 4)	(Instr. 4)
						Reported		
						Transaction(s)		
		~			~ .	(Instr. 3 and 4)		
		Code V		(D)		, ,		
00/20/2015		М	20,000	٨	\$	3 654 906 (2)	D	
0312312013		171	(1)	А	12.6	3,034,900 <u>~</u>	D	
						2 600	т	Dy Chausa
						3,000	1	By Spouse
		2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4) Code (Instr. 3, 4) Code V Amount 20,000	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5 (Instr. 8) (A) or Code V Amount (D) (100/29/2015)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price 20,000 A	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) 2. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) Or Transaction(S) Following Reported Transaction(S) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) (Instr. 3 and 4)	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (D) or (Month/Day/Year) (Instr. 8) Execution Date, if any (D) or (D)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Secur Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and 2 Underlying S (Instr. 3 and	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Common Stock Option (right to buy)	\$ 12.6	09/29/2015		M		20,000	12/12/2007	12/12/2016	Common Stock	20
Phantom Stock	\$ 0 (3)						02/11/2011	02/11/2011(4)	Common Stock	101,1
Common Stock Option (right to buy)	\$ 12.7						12/13/2006	12/13/2015	Common Stock	400

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 5	Director	10% Owner	Officer	Other				
NEIDORFF MICHAEL F 7700 FORYSTH BOULEVARD ST. LOUIS, MO 63105	X		Chairman, President and CEO					

Signatures

/s/ Keith H. Williamson (executed by attorney-in-fact) 09/29/2015

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Date

- (1) Mr. Neidorff exercised the stock options using cash for the option cost and tax obligation.
- (2) Ownership includes previous awards of 640,000 restricted stock units subject to vesting requirements.
- (3) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (4) The phantom stock has no formal expiration date. The phantom stock will be settled in cash or other non-Company securities upon Mr. Neidorff's termination with the Company or on such other date Mr. Neidorff may elect.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.