**CENTENE CORP** Form 4 May 16, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NEIDORFF MICHAEL F Issuer Symbol CENTENE CORP [CNC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_ Director 10% Owner X\_ Officer (give title \_ Other (specify 7700 FORYSTH BOULEVARD 05/14/2013 below) Chairman, President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ST. LOUIS, MO 63105

| (City)                               | (State)   | (Zip) Table | e I - Non-D   | erivative S | Securi           | ties Acqu   | iired, Disposed of                                    | , or Beneficial | y Owned   |
|--------------------------------------|---|-------------|---|-------------|------------------|---|---|-----------------|-----------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) |             | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |             |                  | Securities Ownership Indirect Beneficially Form: Direct Beneficia Owned (D) or Ownershi | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                 |           |
|                                      |   |             | Code V  | Amount      | (A)<br>or<br>(D) | Price   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)        | (Instr. 4)      | (11011)   |
| Common<br>Stock                      | 05/14/2013  |             | A   | 30,000      | A                | \$<br>50.91   | 1,655,676 (1)   | D               |           |
| Common<br>Stock                      |   |             |   |             |                  |   | 1,800   | I               | By Spouse |

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

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Person

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | e               | 7. Title and A Underlying S (Instr. 3 and | Securities                       |
|---|---|---|---|--|---|---------------------|-----------------|---|----------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration Date | Title                                     | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock                                    | \$ 0 (2)  |   |   |  |   | 02/11/2011          | 02/11/2011(3)   | Common<br>Stock                           | 50,569.00                        |
| Common<br>Stock<br>Option<br>(right to<br>buy)      | \$ 17.85  |   |   |  |   | 07/27/2007          | 07/27/2014      | Common<br>Stock                           | 170,000                          |
| Common<br>Stock<br>Option<br>(right to<br>buy)      | \$ 25.4   |   |   |  |   | 12/13/2008          | 12/13/2015      | Common<br>Stock                           | 200,000                          |
| Common<br>Stock<br>Option<br>(right to<br>buy)      | \$ 25.21  |   |   |  |   | 12/12/2009          | 12/12/2016      | Common<br>Stock                           | 96,034                           |

## **Reporting Owners**

| Reporting Owner Name / Address                                      | Relationships |                            |                             |       |  |  |  |
|---|---------------|----------------------------|-----------------------------|-------|--|--|--|
| • 9   | Director      | rirector 10% Owner Officer |                             | Other |  |  |  |
| NEIDORFF MICHAEL F<br>7700 FORYSTH BOULEVARD<br>ST. LOUIS, MO 63105 | X             |                            | Chairman, President and CEO |       |  |  |  |
| Signatures  |               |                            |                             |       |  |  |  |
| /s/ William N. Scheffel (executed attorney-in-fact)                 | by            |                            | 05/16/2013                  |       |  |  |  |
| **Signature of Reporting Pers                                       | on            |                            | Date                        |       |  |  |  |

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### **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).
  - Ownership includes this award of 30,000 restricted stock units (RSUs) that vest and become non-forfeitable on the later of (i) May 14, 2016, or (ii) the date that Mr. Neidorff has identified a successor Chief Executive Officer. Vested RSUs shall be converted into shares of
- (1) Centene common stock and distributed to Mr. Neidorff on the later of (i) the January 15 following the year in which Mr. Neidorff's date of termination occurs, or (ii) the date which is six months after Mr. Neidorff's date of termination. In addition, ownership includes previous awards of 410,000 restricted stock units subject to vesting requirements.
- (2) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (3) 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.

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.