Edgar Filing: CENTENE CORP - Form 4

CENTENE CODD

CENTENE	JORP										
Form 4											
December 14	4, 2010										
FORM	14					~~~ .			OMB APPROVAL		
		ATTIES A shington,		COMMISSION	OMB Number:	3235-0287					
Check the									Expires:	January 31,	
if no longer subject to Section 16. Form 4 or				SECUR	ITIES				Estimated average burden hours per response 0.		
Form 5 obligation may cont See Instru 1(b).	inue. Section 17	7(a) of the	Public Ut		ling Con	npany	y Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type F	Responses)										
			2. Issuer Name and Ticker or Trading Symbol CENTENE CORP [CNC]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction ()					(Checl	heck all applicable)		
7700 FORSYTH BOULEVARD			(Month/Day/Year) 12/10/2010					Director 10% Owner X Officer (give title Other (specify below) below) SVP, Specialty Business Unit			
				ndment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
51. LOUIS,	MO 03103							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deen Execution any (Month/E			1				d of (D)	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/10/2010			F	1,623 (1)	D	\$ 23.97	27,260 <u>(2)</u>	D		
Common Stock	12/12/2010			F	163 <u>(1)</u>	D	\$ 24.24	27,097 (2)	D		

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

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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. Transacti Code (Instr. 8)	5. of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 <u>(3)</u>					02/12/2010	02/12/2010(4)	Phantom Stock	306.608
Common Stock Option (right to buy)	\$ 25.21					12/12/2011	12/12/2016	Common Stock	7,500
Common Stock Option (right to buy)	\$ 24.79					12/12/2012	12/12/2017	Common Stock	5,000
Common Stock Option (right to buy)	\$ 18.44					07/27/2014	07/27/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director 10% Owner		Officer	Other			
HARROLD JASON M 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105			SVP, Specialty Business Unit				
Signatures							
/s/ Keith H. Williamson (executed by attorney-in-fact)			12/14/2010				
**Signature of Reporting Pers	on		Date				

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).
- (1) Shares withheld for taxes upon vesting of previously reported stock grant.
- (2) Ownership includes previous awards of 20,150 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. Harrold's termination with the Company or on such other date Mr. Harrold 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.