

CENTENE CORP
Form 4
October 02, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
ROBERTS JOHN R

(Last) (First) (Middle)

7700 FORSYTH BOULEVARD

(Street)

ST. LOUIS, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CENTENE CORP [CNC]

3. Date of Earliest Transaction (Month/Day/Year)
09/18/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction or Disposed of (Instr. 8) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--|---|---------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 09/18/2015 | | G | V | 15,760 | D | \$ 0 65,232 | I | See footnote <u>(1)</u> |
| Common Stock | 09/18/2015 | | G | V | 15,760 | A | \$ 0 15,760 | I | See footnotes <u>(2)</u> |
| Common Stock | 09/24/2015 | | G | V | 905 | D | \$ 0 64,327 | I | See footnote <u>(1)</u> |
| Common Stock | 09/24/2015 | | G | V | 905 | A | \$ 0 905 | I | Reference footnote <u>(3)</u> |
| Common Stock | 09/30/2015 | | A | | 466.906 | A | \$ 66.93 100,504.225 <u>(4)</u> | D | |

| | | | |
|--------------|-------|---|-------------------------|
| Common Stock | 6,000 | I | See footnote <u>(5)</u> |
|--------------|-------|---|-------------------------|

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Common Stock Option (right to buy) | \$ 8.45 | | | | | Date Exercisable: 12/10/2013 Expiration Date: 12/10/2018 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTS JOHN R 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105 | | X | | |

Signatures

/s/ Keith H. Williamson (executed by attorney-in-fact) 10/02/2015

__Signature of Reporting Person 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).

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- (1) Owned by a revocable trust held in the name of Mr. Roberts' spouse of which he serves as co-trustee and beneficiary.
- (2) Owned by a grantor retained annuity trust of which Mr. Roberts is the trustee.
- (3) Owned by a family trust of which Mr. Roberts serves as co-trustee.
- (4) Ownership includes 2,910 shares of restricted stock subject to vesting requirements.
- (5) Owned by a revocable trust for the benefit of Mr. Roberts' spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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