CENTENE CORP Form 4 July 21, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

1. Name and A	Address of Report	rting Person *	2. Issuer Name ar Symbol CENTENE CO	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest	Fransaction -			
7700 FORS	SYTH BOULI	EVARD	(Month/Day/Year) 12/29/2010		_X_ Officer (give title _	elow)	
	(Street)		4. If Amendment, I	Date Original	6. Individual or Joint/Gr	oup Filing(Check	
ST. LOUIS	, MO 63105		Filed(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Rep Form filed by More that Person		
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	uired, Disposed of, or Bo	eneficially Owned	
1.Title of	2. Transaction	Date 2A. Deer	med 3.	4. Securities Acquired	5. Amount of 6. Ov	wnership 7. Natur	

(City)	(State)	Table	e I - Non-D	erivative Se	ecuriti	es Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	oosed of and 5)	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/29/2010		G	800	D	\$0	151,680 <u>(1)</u>	D	
Common Stock	12/31/2011		G	568	D	\$0	151,112 <u>(1)</u>	D	
Common Stock	04/20/2012		G	138,238	D	\$0	12,874 (1)	D	
Common Stock	04/20/2012		G	138,238	A	\$0	138,238	I	By Trust
Common Stock	08/07/2012		G	4,398	D	\$0	8,476 <u>(1)</u>	D	

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Common Stock	08/07/2012	G	4,398	A	\$ 0	142,636	I	By Trust
Common Stock	09/13/2012	G	30,000	D	\$ 0	112,636	I	By Trust
Common Stock	09/13/2012	G	30,000	A	\$ 0	38,476 <u>(1)</u>	D	
Common Stock	12/05/2012	G	30,000	D	\$0	82,636	I	By Trust
Common Stock	12/05/2012	G	30,000	A	\$0	68,476 <u>(1)</u>	D	
Common Stock	12/31/2012	G	504	D	\$0	82,132	I	By Trust
Common Stock	01/04/2013	G	19,180	D	\$ 0	49,296 (1)	D	
Common Stock	01/04/2013	G	19,180	A	\$0	101,312	I	By Trust
Common Stock	05/29/2013	G	20,000	D	\$0	81,312	I	By Trust
Common Stock	05/29/2013	G	20,000	A	\$0	69,296 <u>(1)</u>	D	
Common Stock	01/03/2014	G	18,216	D	\$0	51,080 (1)	D	
Common Stock	01/03/2014	G	18,216	A	\$ 0	99,528	I	By Trust
Common Stock	01/17/2014	G	20,000	D	\$0	79,528	I	By Trust
Common Stock	01/17/2014	G	20,000	A	\$0	71,080 (1)	D	
Common Stock	04/09/2014	G	4,812	D	\$0	66,268 <u>(1)</u>	D	
Common Stock	04/09/2014	G	4,812	A	\$0	84,340	I	By Trust
Common Stock	07/28/2014	G	41,800	D	\$ 0	41,994 (3)	I	By Trust
Common Stock	07/28/2014	G	41,800	A	\$ 0	108,614 (1) (3)	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. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	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 (4)					12/31/2007	12/31/2007(5)	Common Stock	441.344
Common Stock Option (right to buy)	\$ 12.6					12/12/2009	12/12/2016	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

GOLDMAN CAROL

7700 FORSYTH BOULEVARD Exec VP Chief Admin Officer

ST. LOUIS, MO 63105

Signatures

/s/ William N. Scheffel (executed by attorney-in-fact)

07/21/2015

Date

**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).
- (1) Ownership includes previous awards of 92,000 restricted stock units subject to vesting requirements.
- (2) The reporting person serves as co-trustee and co-beneficiary of the trust with her spouse.
- (3) Ownership balance reflects gifts of 546 shares from trust, previously reported as gifts from direct ownership.
- (4) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (5) The phantom stock has no formal expiration date. The phantom stock will be settled in cash or other non-Company securities upon Ms. Goldman's termination with the Company or on such other date Ms. Goldman 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.

Reporting Owners 3

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