#### ROBERTS JOHN R

Form 4

December 04, 2012

# FORM 4

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

OMB Number: 3235-0287

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROBERTS JOHN R			2. Issuer Name <b>and</b> Ticker or Trading Symbol CENTENE CORP [CNC]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
7700 FORSYTH BOULEVARD		EVARD	(Month/Day/Year) 11/29/2012	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ST. LOUIS, MO 63105			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	Reported (Instr. 4) Transaction(s)		
Common Stock							47,412.429 (1)	D		
Common Stock	11/29/2012		G V	2,000	D	\$ 43.57	28,224	I	See footnote (2)	
Common Stock	11/30/2012		M	10,000	A	\$ 16.65	38,224	I	See footnote (2)	
Common Stock	11/30/2012		F/K	5,728 (3)	D	\$ 43.73	32,496	I	See footnote (2)	

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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)

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)	Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (right to buy)	\$ 16.65	11/30/2012		M		10,000	04/26/2005	05/04/2014	Common Stock	10,000
Common Stock Option (right to	\$ 16.91						12/10/2013	12/10/2018	Common Stock	5,000

## **Reporting Owners**

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

ROBERTS JOHN R 7700 FORSYTH BOULEVARD X ST. LOUIS, MO 63105

### **Signatures**

buy)

/s/ William N. Scheffel (executed by attorney-in-fact) 12/04/2012

\*\*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) Mr. Roberts' ownership includes 4,000 shares of restricted stock subject to vesting requirements.
- (2) Owned by a revocable trust for the benefit of Mr. Roberts' spouse.
- (3) Shares withheld for payment of exercise price and tax liability of previously reported stock grant.

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.