

Hunter Jesse N  
 Form 4  
 November 02, 2011

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 \*  
 Hunter Jesse N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

7700 FORSYTH BOULEVARD

10/31/2011

Exec VP, Corporate Development

(Street)

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

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

ST. LOUIS, MO 63105

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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	10/31/2011			M	9,000 A \$ 13.58	113,270 <sup>(1)</sup>	D
Common Stock	10/31/2011			F	3,438 <sup>(2)</sup> D \$ 35.56	109,832 <sup>(1)</sup>	D
Common Stock	11/01/2011			S	4,000 <sup>(3)</sup> D \$ 34.32	105,832 <sup>(1)</sup>	D

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

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SEC 1474 (9-02)

number.

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Option (right to buy)	\$ 13.58	10/31/2011		M	9,000	08/26/2006 08/26/2013	Common Stock	9,000	
Common Stock Option (right to buy)	\$ 25.4					12/13/2010 12/13/2015	Common Stock	8,000	
Common Stock Option (right to buy)	\$ 25.21					12/12/2011 12/12/2016	Common Stock	12,000	
Common Stock Option (right to buy)	\$ 16.84					04/28/2013 04/28/2018	Common Stock	10,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hunter Jesse N 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105			Exec VP, Corporate Development	

## Signatures

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

11/02/2011

\_\_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).
- (1) Mr. Hunter's ownership includes previous awards of 67,167 restricted stock units subject to vesting requirements.
  - (2) Shares withheld for payment of exercise price of previously reported stock grant.
  - (3) This sale is pursuant to a 10b5-1 Trading Plan established on September 2, 2011. The weighted average price for this transaction is reported within the form. Full information regarding the number of shares at each price is available upon request.

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.