

CENTENE CORP  
Form 5  
February 01, 2013

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
NEIDORFF MICHAEL F

(Last) (First) (Middle)

7700 FORYSTH BOULEVARD

(Street)

ST. LOUIS, MO 63105

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2012

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)  
Chairman, President and CEO

6. Individual or Joint/Group Reporting

(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 Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/28/2012	^	G	(A) Amount 28,000 (1) D	Price \$ 1,685,851 39.89 (2)	D	^
Common Stock	12/31/2012	^	G	(A) Amount 45,235 (1) D	Price \$ 1,640,616 40.13 (2)	D	^
Common Stock	12/31/2012	^	G	(A) Amount 15,000 (1) D	Price \$ 1,625,616 40.13 (2)	D	^
Common Stock	^	^	^	^	^	I	By Spouse

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

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(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)	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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Stock	\$ 0 <sup>(3)</sup>	Â	Â	Â	Â Â	02/11/2011 02/11/2011 <sup>(4)</sup>	Common Stock 50,569
Common Stock Option (right to buy)	\$ 17.85	Â	Â	Â	Â Â	07/27/2007 07/27/2014	Common Stock 170,0
Common Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â Â	12/13/2008 12/13/2015	Common Stock 200,0
Common Stock Option (right to buy)	\$ 25.21	Â	Â	Â	Â Â	12/12/2009 12/12/2016	Common Stock 96,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEIDORFF MICHAEL F 7700 FORYSTH BOULEVARD ST. LOUIS, MO 63105	Â X	Â	Â	Chairman, President and CEO Â

## Signatures

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

02/01/2013

\_\_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) Shares have been transferred with the stipulation that, at a minimum, they are held until financial results for the quarter ending June 30, 2013 are reported. Mr. Neidorff does not have any continuing investment control over these shares.
- (2) Ownership includes previous awards of 410,000 restricted stock units subject to vesting requirements. Since the date of Mr. Neidorff's last ownership report, 75,000 performance stock units were forfeited due to the Company not meeting performance conditions.
- (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. Neidorff's termination with the Company or on such other date Mr. Neidorff may elect.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.