

ROBERTS JOHN R
Form 4
December 04, 2012

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

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)
7700 FORSYTH BOULEVARD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2012

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

ST. LOUIS, MO 63105

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| Common Stock | | | | (A) or (D) | Price | | | |
| 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) |
| | | | | | | 47,412.429 (1) | D | |

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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.

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