

CENTENE CORP
Form 4
August 22, 2008

FORM 4

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

OMB APPROVAL

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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 *
NEIDORFF MICHAEL F

(Last) (First) (Middle)
7711 CARONDELET AVENUE
(Street)

ST. LOUIS, MO 63105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2008

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	1,345,636 ⁽¹⁾	D	

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock	\$ 0 ⁽²⁾	08/22/2008		A	101.93 ⁽³⁾	08/22/2008	08/22/2008 ⁽⁴⁾	Common Stock	101.93
Common Stock Option (right to buy)	\$ 7.57					07/24/2007	07/24/2012	Common Stock	10,200
Common Stock Option (right to buy)	\$ 13.58					08/26/2008	08/26/2013	Common Stock	254,000
Common Stock Option (right to buy)	\$ 13.98					12/16/2006	12/16/2013	Common Stock	200,000
Common Stock Option (right to buy)	\$ 17.85					07/27/2007	07/27/2014	Common Stock	180,000
Common Stock Option (right to buy)	\$ 25.4					12/13/2008	12/13/2015	Common Stock	200,000
Common Stock Option (right to buy)	\$ 25.21					12/12/2009	12/12/2016	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

NEIDORFF MICHAEL F
 7711 CARONDELET AVENUE X Chairman, President and CEO
 ST. LOUIS, MO 63105

Signatures

/s/ Eric R. Slusser (executed by attorney-in-fact) 08/22/2008

__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. Neidorff's ownership includes awards of 1,100,000 restricted stock units subject to vesting requirements.
- (2) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (3) The phantom stock was acquired by Mr. Neidorff through regular scheduled payroll contributions to the Company's deferred compensation plan.
- (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 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. td> common stock04/23/2010 S 300 D \$ 30.07 6,194,402 D common stock04/23/2010 S 1,000 D \$ 30.08 6,193,402 D common stock04/23/2010 S 900 D \$ 30.09 6,192,502 D common stock04/23/2010 S 100 D \$ 30.1 6,192,402 D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVER STAR DEVELOPMENTS LTD NO 200 WEN HWA 2ND RD KUEI SHAN HSIANG TAOYUAN, F5 00000		X		
MiTAC International CORP NO. 200 WEN HUA 2ND ROAD KUEI SHAN HSIANG TAOYUAN, F5 00000				beneficial ownership

Signatures

Yang, Hsiang-yun 04/26/2010
 **Signature of Reporting Date
 Person

Ho, Jhi-wu 04/26/2010
 **Signature of Reporting Date
 Person

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