Edgar Filing: CENTENE CORP - Form 4

CENTENE CODD

Form 4											
December 17											
FORM	14 UNITED	STATES		RITIES A shington,			NGE C	COMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check the			vv ac	, inington,	D.C. 20	577			Expires:	January 31,	
Subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNERSHIP OI SECURITIES						Estimated average burden hours per response 0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 17	(a) of the	Public Ut		ling Con	npan	y Act of	e Act of 1934, E 1935 or Section 40	1		
(Print or Type I	Responses)										
HARROLD JASON M Syn			Symbol	Name and			ng	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chee					(Check	k all applicable)	
(Month/E 7700 FORSYTH BOULEVARD 12/13/2 (Street) 4. If Ame			(Month/Day/Year) 12/13/2013					Director 10% Owner X Officer (give title Other (specify below) below) EVP, Specialty Comp. Bus. Unit 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
			endment, Date Original nth/Day/Year)								
ST. LOUIS,	MO 63105							Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3) any) Executio any	n Date, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/13/2013			F	1,668 (1)	D	\$ 54.26	57,204 <u>(2)</u>	D		
Common Stock	12/14/2013			F	1,668 (1)	D	\$ 57.58	55,536 <u>(2)</u>	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.

Edgar Filing: CENTENE CORP - Form 4

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)	Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and Execution Date, if any Code of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	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
Phantom Stock	\$ 0 <u>(3)</u>					02/12/2010	02/12/2010(4)	Phantom Stock	306.608
Common Stock Option (right to buy)	\$ 24.79					12/12/2012	12/12/2017	Common Stock	5,000
Common Stock Option (right to buy)	\$ 18.44					07/27/2014	07/27/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HARROLD JASON M 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105			EVP, Specialty Comp. Bus. Unit				
Signatures							
/s/ William N. Scheffel (executed attorney-in-fact)	by		12/17/2013				
**Signature of Reporting Pers	on		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 withheld for taxes upon vesting of previously reported stock grant.

(2) Ownership includes previous awards of 29,917 restricted stock units subject to vesting requirements.

Edgar Filing: CENTENE CORP - Form 4

- (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. Harrold's termination with the Company or on such other date Mr. Harrold 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.