CENTENE CORP Form 4 January 03, 2014

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31,

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEWARD DAVID L	2. Issuer Name <b>and</b> Ticker or Trading Symbol CENTENE CORP [CNC]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
7700 FORSYTH BOULEVARD	(Month/Day/Year) 12/31/2013	X Director 10% Owner Officer (give title Other (specification) below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ST. LOUIS, MO 63105		Form filed by More than One Reporting Person Person			

(City)	(State)	(Zip) Tab	le I - Non-Derivative Securities Acquired, Disposed of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) 5. Amount of 6.  Transactiom Disposed of (D) Securities Ownershi  Code (Instr. 3, 4 and 5) Beneficially Form:  Owned Direct (D)  Following or Indirect  Reported (I)  Transaction(s) (Instr. 4)  Code V Amount (D) Price	Beneficial Ownership
Common Stock	12/31/2013		A 602.306 A \$ 46,877.067 D	
Common Stock			48,643 I	By Trust

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)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Troporting of the Francisco	Director	10% Owner	Officer	Other		
STEWARD DAVID L 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105	X					

## **Signatures**

/s/ Keith H. Williamson (executed by attorney-in-fact)

\*\*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) Ownership includes 4,000 shares of restricted stock subject to vesting requirements.
- (2) The reporting person serves as co-trustee of the trust and his spouse is the beneficiary.

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.

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