

CENTENE CORP  
Form 4  
January 05, 2016

**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 \*  
**ROBERTS JOHN R**

(Last) (First) (Middle)  
7700 FORSYTH BOULEVARD  
(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)  
12/02/2015

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)

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 Indirect Beneficial Ownership (Instr. 4) |             |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |             |   |                  |
| Common Stock                    | 12/02/2015                           |  | G                              | V   | 16,939  | D  | \$ 0  | 47,388      | I | See footnote (1) |
| Common Stock                    | 12/02/2015                           |  | G                              | V   | 16,939  | A  | \$ 0  | 32,699      | I | See footnote (2) |
| Common Stock                    | 12/31/2015                           |  | A                              |   | 527.426   | A  | \$ 59.25  | 101,031.651 | D | (3)              |
| Common Stock                    | 01/04/2016                           |  | G                              | V   | 848   | D  | \$ 0  | 46,540      | I | See footnote (1) |

|              |            |         |        |       |   |                  |
|--------------|------------|---------|--------|-------|---|------------------|
| Common Stock | 01/04/2016 | G V 848 | A \$ 0 | 1,753 | I | See footnote (4) |
| Common Stock |            |         |        | 6,000 | I | See footnote (5) |

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.**

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**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) | 8. Pr Deri Secu (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Common Stock Option (right to buy)         | \$ 8.45  |                                      |  |                                |   | 12/10/2013   | 12/10/2018  | Common Stock          | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ROBERTS JOHN R<br>7700 FORSYTH BOULEVARD<br>ST. LOUIS, MO 63105 |               | X         |         |       |

## Signatures

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

01/05/2016

\*\*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) Owned by a revocable trust held in the name of Mr. Roberts' spouse of which he serves as co-trustee and beneficiary.
- (2) Owned by a grantor retained annuity trust of which Mr. Roberts is the trustee.
- (3) Ownership includes 2,910 shares of restricted stock subject to vesting requirements.
- (4) Owned by a family trust of which Mr. Roberts serves as co-trustee.
- (5) Owned by a revocable trust for the benefit of Mr. Roberts' spouse.

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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