

Edgar Filing: CENTENE CORP - Form 4

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 or Number of Shares
Phantom Stock	\$ 0 ⁽³⁾					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/ Keith H. Williamson (executed by attorney-in-fact)

02/06/2014

__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) Shares withheld for taxes upon vesting of previously reported stock grant.

Ownership includes previous awards of 27,834 restricted stock units subject to vesting requirements. Since the date of the reporting person's last ownership report, Mr. Harrold transferred 1,500 shares of Company common stock pursuant to a transfer which was exempt from Section 16.

(3) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.

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- (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.