

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) | 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) | \$ 6.29 | | | | | 02/21/2007 | 02/21/2012 | Common Stock | 3,000 |
| Common Stock Option (right to buy) | \$ 13.58 | | | | | 08/26/2008 | 08/26/2013 | Common Stock | 15,000 |
| Common Stock Option (right to buy) | \$ 25.4 | | | | | 12/13/2010 | 12/13/2015 | Common Stock | 8,000 |
| Common Stock Option (right to buy) | \$ 25.21 | | | | | 12/12/2011 | 12/12/2016 | Common Stock | 12,000 |
| Common Stock Option (right to buy) | \$ 16.84 | | | | | 04/28/2013 | 04/28/2018 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hunter Jesse N 7711 CARONDELET AVENUE ST. LOUIS, MO 63105 | | | Exec VP, Corporate Development | |

Signatures

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

02/23/2009

__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.

(2) Mr. Hunter's ownership includes previous awards of 50,000 restricted stock units subject to vesting requirements.

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.