CENTENE CORP Form 4

September 07, 2016

# FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

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

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may continue. *See* Instruction 1(b).

1(0).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * NEIDORFF MICHAEL F |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|--|----------|----------|--|--|--|--|
|  |          |          | CENTENE CORP [CNC]                                 | (Check all applicable)   |  |  |
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction                    |  |  |  |
| 7700 FORYSTH BOULEVARD                                       |          |          | (Month/Day/Year)<br>09/07/2016                     | _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Chairman, President and CEO    |  |  |
|  | (Street) |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check  |  |  |
| ST. LOUIS, MO 63105  |          |          | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City)   | (State)  | (Zip)    |  |  |  |  |

| (City)                               | (State)                              | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |        |   |              |  |  |   |
|--------------------------------------|--------------------------------------|--|---|--------|---|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price |        |   | of (D)<br>5) | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 09/07/2016                           |  | M   | 10,000 | A | \$<br>12.6   | 3,917,568.1753<br>(1)  | D  |   |
| Common<br>Stock                      |                                      |  |   |        |   |              | 3,600  | I  | By<br>Spouse  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | ransactionDerivative Code Securities |        | 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<br>Exercisable                                      | Expiration Date | Title   | Amour<br>Numbe<br>Shares |
| Common<br>Stock<br>Option<br>(right to<br>buy)      | \$ 12.6   | 09/07/2016                           |   | M                                      | 1                                    | 10,000 | 12/12/2007   | 12/12/2016      | Common<br>Stock   | 10                       |
| Phantom<br>Stock                                    | \$ 0 (2)  |                                      |   |  |                                      |        | 02/11/2011   | 02/11/2011(3)   | Common<br>Stock   | 101,1                    |

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# **Reporting Owners**

| Reporting Owner Name / Address | Keiauonsinps |           |         |      |  |  |
|--------------------------------|--------------|-----------|---------|------|--|--|
|                                | Director     | 10% Owner | Officer | Othe |  |  |

NEIDORFF MICHAEL F

7700 FORYSTH BOULEVARD X Chairman, President and CEO

ST. LOUIS, MO 63105

## **Signatures**

/s/ Jeffrey A. Schwaneke (executed by attorney-in-fact) 09/07/2016

\*\*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) Ownership includes previous awards of 556,666 restricted stock units subject to vesting requirements.
- (2) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (3) The phantom stock has no formal expiration date. The phantom stock will be settled in cash or other non-Company securities upon Mr. Neidorff's termination with the Company or on such other date Mr. Neidorff 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.

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