

GOLDMAN CAROL
Form 4/A
December 23, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
GOLDMAN CAROL

2. Issuer Name and Ticker or Trading Symbol
CENTENE CORP [CNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7700 FORSYTH BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2010

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec VP Chief Admin Officer

ST. LOUIS, MO 63105

4. If Amendment, Date Original Filed(Month/Day/Year)
12/16/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	12/14/2010		A		20,000	A	\$ 23.88	100,635 ⁽¹⁾	D	
Common Stock	12/14/2010		F		4,051 ⁽²⁾	D	\$ 23.88	96,584 ⁽¹⁾	D	

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

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(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 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⁾					12/31/2007 12/31/2007 ⁽⁴⁾	Common Stock 220.672
Common Stock Option (right to buy)	\$ 13.58					08/26/2004 08/26/2013	Common Stock 17,500
Common Stock Option (right to buy)	\$ 13.98					12/16/2007 12/16/2013	Common Stock 5,324
Common Stock Option (right to buy)	\$ 16.65					05/04/2007 05/04/2014	Common Stock 6,000
Common Stock Option (right to buy)	\$ 26.07					12/08/2009 12/08/2014	Common Stock 40,000
Common Stock Option (right to buy)	\$ 25.4					12/13/2010 12/13/2015	Common Stock 10,000
Common Stock Option (right to buy)	\$ 25.21					12/12/2011 12/12/2016	Common Stock 5,000

