

CENTENE CORP
Form 4
March 01, 2005

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 *
BRADT SAMUEL E

(Last) (First) (Middle)

7711 CARONDELET AVENUE, SUITE 800

(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)
02/25/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/25/2005 | | M | | 30,000 | A | \$ 0.34 43,960 |
| Common Stock | 02/25/2005 | | M | | 30,000 | A | \$ 0.45 73,960 |
| Common Stock | 02/25/2005 | | M | | 22,500 | A | \$ 7.57 96,460 |
| Common Stock | 02/25/2005 | | M | | 10,000 | A | \$ 16.65 106,460 |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option (right to buy) | \$ 0.34 | 02/25/2005 | | M | 30,000 | 01/01/2005 | 01/01/2010 | Common Stock | 30,000 |
| Common Stock Option (right to buy) | \$ 0.45 | 02/25/2005 | | M | 30,000 | 04/26/2005 ⁽¹⁾ | 10/20/2010 | Common Stock | 30,000 |
| Common Stock Option (right to buy) | \$ 7.57 | 02/25/2005 | | M | 22,500 | 05/04/2004 | 07/24/2012 | Common Stock | 22,500 |
| Common Stock Option (right to buy) | \$ 16.65 | 02/25/2005 | | M | 10,000 | 04/26/2005 ⁽²⁾ | 05/04/2014 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRADT SAMUEL E 7711 CARONDELET AVENUE SUITE 800 | X | | | |

ST. LOUIS, MO 63105

Signatures

/s/ Samuel E.

03/01/2005

Bradt

__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) 6,000 of the shares will vest on April 26, 2005. These 6,000 shares are subject to a restriction on transferability and a company repurchase right until April 26, 2005.
 - (2) These shares will vest on April 26, 2005 and are subject to a restriction on transferability and a company repurchase right until April 26, 2005.

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.