

GOLDMAN CAROL
Form 4
December 14, 2007

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)
7711 CARONDELET AVE.

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2007

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

(Street)
ST. LOUIS, MO 63105

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/12/2007 | | A | 10,000 A \$ 24.79 | 35,200 ⁽¹⁾ | D | |
| Common Stock | 12/12/2007 | | F | 779 ⁽²⁾ D \$ 24.79 | 34,421 ⁽³⁾ | D | |
| Common Stock | 12/13/2007 | | F | 260 ⁽²⁾ D \$ 25.23 | 34,061 ⁽³⁾ | D | |

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

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number.

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 Share |
| Phantom Stock | \$ 0 ⁽⁴⁾ | 12/14/2007 | | A | 5.234 ⁽⁵⁾ | 12/14/2007 12/14/2007 ⁽⁶⁾ | Common Stock 5.234 |
| Common Stock Option (right to buy) | \$ 6.91 | | | | | 09/17/2006 11/02/2011 | Common Stock 7,500 |
| Common Stock Option (right to buy) | \$ 7.57 | | | | | 07/24/2007 07/24/2012 | Common Stock 15,000 |
| Common Stock Option (right to buy) | \$ 13.58 | | | | | 08/26/2008 08/26/2013 | Common Stock 20,000 |
| Common Stock Option (right to buy) | \$ 13.98 | | | | | 12/16/2008 12/16/2013 | Common Stock 8,415 |
| Common Stock Option (right to buy) | \$ 16.65 | | | | | 05/04/2009 05/04/2014 | Common Stock 9,000 |
| Common Stock Option (right to buy) | \$ 26.07 | | | | | 12/08/2009 12/08/2014 | Common Stock 40,000 |

buy)

Common
Stock

Option \$ 25.4
(right to
buy)

12/13/2010 12/13/2015

Common
Stock 10,000

Common
Stock

Option \$ 25.21
(right to
buy)

12/12/2011 12/12/2016

Common
Stock 5,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN CAROL 7711 CARONDELET AVE. ST. LOUIS, MO 63105 | | | Exec VP Chief Admin Officer | |

Signatures

/s/ J. Per Brodin (executed by
attorney-in-fact)

12/14/2007

__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).

- Ms. Goldman's ownership includes this grant of 10,000 restricted stock units which vest in four annual installments over a four year period. Vesting is predicated on a one year performance condition being met. In addition, ownership includes previous awards of 12,000 restricted stock units subject to vesting requirements.
- (1) Shares withheld for taxes upon vesting of previously reported stock grant.
 - (2) Includes 22,000 restricted stock units subject to vesting requirements.
 - (3) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
 - (4) The phantom stock was acquired through regular scheduled payroll contributions to the Company's deferred compensation plan.
 - (5) The phantom stock has no formal expiration date. The phantom stock will be settled in cash or other non-Company securities upon Ms. Goldman's termination with the Company or on such other date Ms. Goldman 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.

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