

CENTENE CORP

Form 3

August 04, 2008

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

MANNING FREDERICK J

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/22/2008

3. Issuer Name **and** Ticker or Trading Symbol  
CENTENE CORP [CNC]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Executive Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person

7711 CARONDELET AVENUE

(Street)

SAINT LOUIS, MO 63105

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

20,000 <sup>(1)</sup>

D

M

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative  
Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date Exercisable Expiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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|                                       |                           |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|---------------------------------------|---------------------------|------------|-----------------|--------|----------|-------------------|---|
| Common Stock Option<br>(right to buy) | 07/01/2011 <sup>(2)</sup> | 07/01/2018 | Common<br>Stock | 20,000 | \$ 16.79 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                            |       |
|------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                    | Other |
| MANNING FREDERICK J<br>7711 CARONDELET AVENUE<br>SAINT LOUIS, MO 63105 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

/s/ Eric R. Slusser (executed by  
attorney-in-fact) 08/04/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Manning's ownership includes a previous award of 20,000 restricted stock units which vest in three equal annual installments on the anniversary of the grant date beginning on July 1, 2009.
- (2) The options vest in three equal annual installments on the anniversary of the grant date, with the final vesting taking place on the date exercisable.

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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