

CENTENE CORP  
Form 5  
February 13, 2017

**FORM 5**

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
NEIDORFF MICHAEL F  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

7700 FORYSTH BOULEVARD  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

ST. LOUIS, MO 63105

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) Amount or (D) Price   |  |  |   |
| Common Stock                    | 12/23/2016                           | ^  | G                              | 30,000 D \$ 0   | 3,876,583.1753 (1)   | D  | ^   |
| Common Stock                    | 12/27/2016                           | ^  | G                              | 12,500 D \$ 0   | 3,864,083.1753 (1)   | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 3,600  | I  | By Spouse   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 200,000  | I  | By GRAT (2)   |

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

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(9-02)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Phantom Stock                              | \$ 0 <sup>(3)</sup>                                    | Â                                    | Â  | Â                              | Â Â   | 02/11/2011 02/11/2011 <sup>(4)</sup>                     | Common Stock 101,13   |
| Common Stock Option (right to buy)         | \$ 57.02   | Â                                    | Â  | Â                              | Â Â   | 12/14/2019 12/14/2026                                    | Common Stock 20,0   |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| NEIDORFF MICHAEL F<br>7700 FORYSTH BOULEVARD<br>ST. LOUIS, MO 63105 | Â X           | Â         | Â Chairman, President and CEO | Â     |

## Signatures

/s/ Jeffrey A. Schwaneke (executed by attorney-in-fact) 02/13/2017

\_\_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 553,332 restricted stock units subject to vesting requirements.
- (2) Owned by a grantor retained annuity trust of which Mr. Neidorff is the trustee and beneficiary of the annuity.
- (3) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (4)

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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 provided 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.