

FORM 4

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

OMB APPROVAL
 OMB Number: 3235-0287
 Estimated average burden
 hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person NEIDORFF MICHAEL F <small>(Last) (First) (Middle)</small> 7700 FORYSTH BOULEVARD <small>(Street)</small> ST. LOUIS, MO 63105 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CENTENE CORP [CNC] 3. Date of Earliest Transaction (Month/Day/Year) 04/05/2021 4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/05/2021		G	V	15,650	D	\$ 0	6,624,692.351	D	
Common Stock	05/12/2021		G	V	50	D	\$ 0	6,624,642.351	D	
Common Stock	08/31/2021		G	V	79,598	D	\$ 0	6,545,044.351	D	
Common Stock	10/28/2021		S		20,000 <u>(1)</u>	D	\$ 70.09 <u>(2)</u>	6,525,044.351 <u>(3)</u>	D	
Common Stock								494,498	I	By GRAT <u>(4)</u>
Common Stock								3,600	I	By Spouse

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

SEC 1474 (9-02)
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 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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$ 0 <u>(5)</u>							02/11/2011	02/11/2011 <u>(6)</u>	Common Stock	202,276.004		202,276.004	D	
Common Stock Option (right to buy)	\$ 59.73							12/15/2023	12/15/2030	Common Stock	150,000.00		150,000	D	
Common Stock Option (right to buy)	\$ 59.62							12/11/2022	12/11/2029	Common Stock	13,334.00		13,334	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

NEIDORFF MICHAEL F 7700 FORYSTH BOULEVARD ST. LOUIS, MO 63105	X		Chairman & CEO	
---	---	--	----------------	--

Signatures

/s/ Christopher A. Koster (executed by attorney-in-fact)		11/01/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) This sale is pursuant to an ongoing but small diversification plan and is in accordance with a 10b5-1 Trading Plan that was established on September 14, 2021.
- (2) The weighted average price for this transaction is reported within the form. Full information regarding the number of shares at each price is available upon request.
- (3) Ownership includes 804,831 shares of restricted stock units subject to vesting requirements.
- (4) Owned by a grantor retained annuity trust of which Mr. Neidorff is the trustee and beneficiary of the annuity.
- (5) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (6) 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 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.