

# 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 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>BROOKS MARK J</b>		2. Issuer Name and Ticker or Trading Symbol <b>CENTENE CORP [CNC]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>EVP, Chief Information Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/24/2022</b>		
7700 FORSYTH BOULEVARD					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
ST. LOUIS, MO 63105					
(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	03/24/2022		F		2,977 (1)	D	\$ 82.46	157,445	D	
Common Stock	03/24/2022		S		3,690 (2)	D	\$ 82.71	153,755 (3)	D	

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)		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
Common Stock Option (right to buy)	\$ 81.85						(4)		12/15/2031	Common Stock	6,724.00		6,724	D	
Phantom Stock	\$ 0 (5)							03/18/2022	03/18/2022(6)	Common Stock	2,092.398		2,092.398	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKS MARK J 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105			EVP, Chief Information Officer	

## Signatures

/s/ Christopher A. Koster (executed by attorney-in-fact)		03/28/2022
<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) Shares withheld for taxes upon vesting of previously reported stock grant.

(2) This sale is pursuant to a 10b5-1 Trading Plan that was established on December 16, 2021.

(3) Ownership includes 73,245 shares of restricted stock subject to vesting requirements.

(4) Performance Stock Option granted on December 15, 2021, may become exercisable on or after the third anniversary of the grant date if the closing price of CNC's common stock equals or exceeds \$100 per share for 20 consecutive trading days following the grant date.

(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. Brooks' termination with the Company, or on such other date Mr. Brooks 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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