

# 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<br><b>BROOKS MARK J</b> |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>CENTENE CORP [CNC]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director <input type="checkbox"/> 10% Owner <input type="checkbox"/><br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/><br><b>EVP, Chief Information Officer</b> |  |
| (Last) (First) (Middle)<br><b>7700 FORSYTH BOULEVARD</b>        |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/19/2022</b>    |  |   |  |
| (Street)<br><b>ST. LOUIS, MO 63105</b>                          |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                     |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    |                                      |  |                                |   |   |            |       | 153,755 (1)   | 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   | Amount or Number of Shares |  |  |  |  |
| Phantom Stock                              | \$ 0 (2)   | 08/19/2022                           |  | A                              |   | 16.64 (3)   |     | 08/19/2022   | 08/19/2022(4)   | Common Stock  | 16.64                      | \$ 95.34                                   | 2,296.563  | D  |  |
| Common Stock Option (right to buy)         | \$ 81.85   |                                      |  |                                |   |   |     | (5)  | 12/15/2031      | Common Stock  | 6,724.00                   |  | 6,724  | D  |  |

## Reporting Owners

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

## Signatures

|  |  |            |
|--|--|------------|
| /s/ Christopher A. Koster (executed by attorney-in-fact) |  | 08/23/2022 |
| 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 73,245 shares of restricted stock subject to vesting requirements.
- (2) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (3) The phantom stock was acquired by Mr. Brooks through regularly scheduled payroll contributions to the Company's deferred compensation plan.
- (4) 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.
- (5) 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.

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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