

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

<b>1. Name and Address of Reporting Person*</b> <u>NEIDORFF MICHAEL F</u>  (Last) (First) (Middle) <u>7700 FORYSTH BOULEVARD</u>  (Street) <u>ST. LOUIS MO 63105</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CENTENE CORP [ CNC ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President &amp; CEO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>04/30/2020</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	04/30/2020		G	V	25,000	D	\$0	6,647,732.351 <sup>(1)</sup>	D	
Common Stock	06/17/2020		G	V	15,000	D	\$0	6,632,732.351 <sup>(1)</sup>	D	
Common Stock	06/23/2020		G	V	45,000	D	\$0	6,587,732.351 <sup>(1)</sup>	D	
Common Stock	11/09/2020		S		300,000 <sup>(2)</sup>	D	\$70.12 <sup>(2)</sup>	6,287,732.351 <sup>(1)</sup>	D	
Common Stock								707,170	I	By GRAT <sup>(3)</sup>
Common Stock								3,600	I	By Spouse

**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 Securities Underlying Derivative Security (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: 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	\$0.0 <sup>(4)</sup>							02/11/2011	02/11/2011 <sup>(5)</sup>	Common Stock	202,276.004		202,276.004	D	
Common Stock Option (right to buy)	\$59.62							12/11/2022	12/11/2029	Common Stock	20,000		20,000	D	
Common Stock Option (right to buy)	\$28.51							12/14/2019	12/14/2026	Common Stock	7,500		7,500	D	

**Explanation of Responses:**

- Ownership includes 861,645 shares of restricted stock subject to vesting requirements.
- 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 May 11, 2020. 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.
- Owned by a grantor retained annuity trust of which Mr. Neidorff is the trustee and beneficiary of the annuity.
- Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- 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.

**Remarks:**

/s/ Jeffrey A Schwaneke  
(executed by attorney-in-fact) 11/10/2020

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.