

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

1. Name and Address of Reporting Person* <u>NEIDORFF MICHAEL F</u>  (Last) (First) (Middle) <u>7700 FORYSTH BOULEVARD</u>  (Street) <u>ST. LOUIS MO 63105</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CENTENE CORP [ CNC ]</u>	5. Relationship of Reporting Person(s) to Issuer (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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	02/10/2020		G	V	30,000	D	\$0	7,075,232.351 <sup>(1)</sup>	D	
Common Stock	03/04/2020		M		12,500 <sup>(2)</sup>	A	\$28.51	7,087,732.351 <sup>(1)</sup>	D	
Common Stock								292,170	I	2019 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				
Common Stock Option (right to buy)	\$28.51	03/04/2020		M			12,500	12/14/2019	12/14/2026	Common Stock	20,000	\$28.51	7,500	D	
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	

Explanation of Responses:

- Ownership includes 861,645 shares of restricted stock subject to vesting requirements.
- Mr. Neidorff used cash to satisfy the exercise price and tax obligation.
- 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) 03/04/2020

\*\* 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.

Exhibit 24.1  
LIMITED POWER OF ATTORNEY  
FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Jeffrey A. Schwaneke and Christopher A. Koster signing singly and each of them jointly and severally to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, ;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Centene Corporation (the "Company"), Forms 3, 4 ;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare, complete and execute any such Form 3, 4 or ;
- (4) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any 1 ;
- (5) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney in fact, may be of benefit to, in the best interests of the Company.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper to carry out the above and to execute the same, and to execute the same in and to the full extent of the power and authority that the undersigned may lawfully exercise.

This Power of Attorney also serves to revoke and replace as of the date hereof, any prior Power of Attorney executed by the undersigned with respect to the filing with the SEC of any such Form 3, 4 or ;

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 2, 2020.

/s/ Michael F. Neidorff  
Michael F. Neidorff  
Chairman, President & Chief Executive Officer