

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>04/29/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/29/2021		M		7,500 <sup>(1)</sup>	A	\$28.51	6,522,559.351	D	
Common Stock	04/29/2021		M		6,666 <sup>(1)</sup>	A	\$59.62	6,529,225.351 <sup>(2)</sup>	D	
Common Stock								605,615	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				
Common Stock Option (right to buy)	\$28.51	04/29/2021		M		7,500		12/14/2019	12/14/2026	Common Stock	7,500	\$28.51	0	D	
Common Stock Option (right to buy)	\$59.62	04/29/2021		M		6,666		12/11/2020	12/11/2029	Common Stock	6,666	\$59.62	13,334	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)	\$59.73							12/15/2023	12/15/2030	Common Stock	150,000		150,000	D	

**Explanation of Responses:**

- Mr. Neidorff used cash to satisfy the exercise price and tax obligation.
- Ownership includes 804,831 shares of restricted stock subject to vesting requirements.
- 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)      04/29/2021

\*\* 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.