CENTENE CORP Form 3 August 04, 2008

## FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement CENTENE CORP [CNC] MANNING FREDERICK J (Month/Day/Year) 07/22/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 7711 CARONDELET AVENUE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person (give title below) (specify below) SAINT LOUIS, MOÂ 63105 Form filed by More than One **Executive Vice President** Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock  $20,000^{(1)}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable a Expiration Date (Month/Day/Year)	and	3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
			(Instr. 4)		Price of	Derivative	(Instr. 5)
	D / E ' 11 E	Expiration Date	Title	Amount or Number of	Derivative	Security:	
	Date Exercisable E				Security	Direct (D)	
	D					or Indirect	

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### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MANNING FREDERICK J
7711 CARONDELET AVENUE Â Â Â Executive Vice President Â
SAINT LOUIS, MOÂ 63105

# **Signatures**

/s/ Eric R. Slusser (executed by attorney-in-fact)

\*\*Signature of Reporting Person Date

Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Mr. Manning's ownership includes a previous award of 20,000 restricted stock units which vest in three equal annual installments on the anniversary of the grant date beginning on July 1, 2009.
- (2) The options vest in three equal annual installments on the anniversary of the grant date, with the final vesting taking place on the date exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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