

CENTENE CORP
Form 3
November 03, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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 Person *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â HARROLD JASON M	(Month/Day/Year)	CENTENE CORP [CNC]
(Last) (First) (Middle)	10/27/2009	
7711 CARONDELET AVE.		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) SVP, Specialty Business Unit
ST. LOUIS,Â MOÂ 63105		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		
		6. Individual or Joint/Group Filing(Check Applicable Line)
		☒ Form filed by One Reporting Person
		☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,909 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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 control number.

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

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

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				Shares		(I) (Instr. 5)	
Phantom Stock	10/27/2009	10/27/2009 ⁽²⁾	Phantom Stock	124,847	\$ 0 ⁽³⁾	D	Â
Common Stock Option (right to buy)	12/12/2011 ⁽⁴⁾	12/12/2016	Common Stock	7,500	\$ 25.21	D	Â
Common Stock Option (right to buy)	12/12/2012 ⁽⁴⁾	12/12/2017	Common Stock	5,000	\$ 24.79	D	Â
Common Stock Option (right to buy)	07/27/2014 ⁽⁴⁾	07/27/2019	Common Stock	5,000	\$ 18.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARROLD JASON M 7711 CARONDELET AVE. ST. LOUIS, MO 63105	Â	Â	Â SVP, Specialty Business Unit	Â

Signatures

/s/ William N. Scheffel (executed by attorney-in-fact) 11/03/2009

__Signature of Reporting Person 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. Harrold's ownership includes previous awards of 1,500 restricted stock units which vest in three equal annual installments on the anniversary of the grant date beginning on December 12, 2009; 2,750 restricted stock units which vest in five equal annual installments on the anniversary of the grant date beginning on December 9, 2009; and 10,000 restricted stock units which vest in five equal annual installments on the anniversary of the grant date beginning on July 27, 2010.
- (2) The phantom stock has no formal expiration date. The phantom stock will be settled in cash or other non-Company securities upon Mr. Harrold's termination with the Company or on such other date Mr. Harrold may elect.
- (3) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (4) The options vest in five 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.