

BURKHALTER BRANDY  
Form 3  
June 18, 2018

**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 <b>and</b> Ticker or Trading Symbol |  |
| Â BURKHALTER BRANDY                       |         |          | (Month/Day/Year)   | CENTENE CORP [CNC]                                 |  |
| (Last)                                    | (First) | (Middle) | 06/08/2018   | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 7700 FORSYTH BOULEVARD                    |         |          |  | (Check all applicable)                             |  |
| (Street)                                  |         |          |  | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                   |
| ST. LOUIS,Â MOÂ 63105                     |         |          |  | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)    |  | (give title below)                                 | (specify below)                                      |
|   |         |          |  | EVP, Operations                                    |  |
|   |         |          | 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 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                    | 87,163.03 <sup>(1)</sup>                              | 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  |   |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| BURKHALTER BRANDY<br>7700 FORSYTH BOULEVARD<br>ST. LOUIS, MO 63105 | Â             | Â         | Â EVP, Operations | Â     |

## Signatures

/s/ Jeffrey A. Schwaneke 06/18/2018

\_\_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) Ownership includes previous awards of 14,968 restricted stock units subject to vesting requirements which vest in the following manner: 1,500 restricted stock units vest on December 9, 2018; 4,800 restricted stock units vest in three equal installments on the anniversary of the grant date beginning December 12, 2018; 5,334 restricted stock units vest in two equal installments on the anniversary of the grant date beginning December 13, 2018; and 3,334 restricted stock units vest on December 15, 2018. An additional 29,200 shares are previously awarded performance units which are subject to meeting three-year performance conditions. 10,000 were granted on December 15, 2015; 12,000 were granted on December 13, 2016, and 7,200 were granted on December 12, 2017. The number of performance stock units vesting at the end of each three-year performance period is predicated on meeting three-year performance conditions.

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.