

Williamson Keith H  
 Form 4  
 February 12, 2013

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN 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 \*  
 Williamson Keith H

(Last) (First) (Middle)  
 7700 FORSYTH BOULEVARD  
 (Street)

ST. LOUIS, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 CENTENE CORP [CNC]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Sec. & General Counsel

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 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 Ownership (Instr. 4)
Common Stock	02/08/2013		S	(A) or (D) D	3,000 (1) \$ 47 80,769 (2)	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williamson Keith H 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105			EVP, Sec. & General Counsel	

## Signatures

/s/ William N. Scheffel (executed by attorney-in-fact) 02/12/2013

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).

- (1) This sale is pursuant to a 10b5-1 Trading Plan that was established on November 19, 2012.
- (2) Ownership includes previous awards of 35,000 restricted stock units subject to vesting requirements.

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. 60;X 1,616,00004/21/201105/13/2011 Common Stock 242,400 <sup>(1)</sup> \$ 0 0 I See Footnote <sup>(6)</sup> Stock Option (Right to Buy) \$ 0.57 <sup>(4)</sup>03/15/2021 Common Stock 200,000 433,685 D <sup>(2)</sup> <sup>(5)</sup> Stock Option (Right to Buy) \$ 3.79 <sup>(7)</sup>04/02/2012 Common Stock 44,626 107,126 I See Footnote <sup>(6)</sup> Warrant for the Purchase of Common Stock \$ 0.3535 02/07/201102/07/2014 Common Stock 969,697 1,104,697 D <sup>(2)</sup> Warrant for the Purchase of Common Stock \$ 1.2 11/12/200911/12/2019 Common Stock 454,568 1,209,652 I See Footnote <sup>(6)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

Prides Capital Partners, LLC  
 200 STATE STREET  
 13TH FLOOR  
 BOSTON, MA 02109

Richardson Kevin A II  
 200 STATE STREET  
 13TH FLOOR  
 BOSTON, MA 02109

X X

## Signatures

Prides Capital Partners, LLC 06/14/2011

\*\*Signature of Reporting Person Date

Kevin A. Richardson, II 06/14/2011

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).

- (1) Pursuant to Rights Offering Registration No. 333-173315.
- (2) Owned directly by Kevin A. Richardson, II.

- (3) The shares of Common Stock reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C are owned directly by Prides Capital Fund I, L.P. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of shares owned by such entity. Because Kevin A. Richardson, II is the controlling member of Prides Capital Partners, L.L.C., he may be deemed to be the beneficial owner of shares deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P, and Kevin A. Richardson, II disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

- (4) Exercisable according to the following vesting schedule: 100,000 beginning on May 3, 2011; 50,000 beginning on July 1, 2011 and 50,000 beginning on October 1, 2011.

- (5) The options reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C. are owned directly by Kevin A. Richardson II. Mr. Richardson is deemed to hold the options for the benefit of Prides Capital Fund I, L.P. and may exercise the options solely upon the direction of Prides Capital Fund I, L.P., which is entitled to the shares issued upon exercise. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of options owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P, and Kevin A. Richardson, II disclaim beneficial ownership of these options, except to the extent of any pecuniary interest therein.

- (6) The options or warrants reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C are owned directly by Prides Capital Fund I, L.P. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of options and warrants owned by such entity. Because Kevin A. Richardson, II is the controlling member of Prides Capital Partners, L.L.C., he may be deemed to be the beneficial owner of options or warrants deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P, and Kevin A. Richardson, II disclaim beneficial ownership of these options and warrants, except to the extent of any pecuniary interest therein.

- (7) These options are immediately exercisable.

- (8) Amount reflects 1-for-5 reverse stock split that was effective 06/01/2011

### Remarks:

Kevin A. Richardson, II has been deputized by Prides Capital Partners, L.L.C. to serve on the Issuer's board of directors, and the

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