



**Edgar Filing: Mason Mary V - Form 4**

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 <sup>(3)</sup>					04/29/2011	04/29/2011 <sup>(4)</sup>	Common Stock	4,417.992
Common Stock Option (right to buy)	\$ 26.29					01/03/2011	01/03/2016	Common Stock	4,500
Common Stock Option (right to buy)	\$ 28.26					04/24/2011	04/24/2016	Common Stock	2,000
Common Stock Option (right to buy)	\$ 25.21					12/12/2011	12/12/2016	Common Stock	1,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mason Mary V 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105			SVP & Chief Medical Officer	

**Signatures**

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

07/25/2012

\_\_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) Shares withheld for taxes upon vesting of previously reported stock grant.
- (2) Ownership includes previous awards of 15,666 restricted stock units subject to vesting requirements.
- (3) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (4) The phantom stock has no formal expiration date. The phantom stock will be settled in cash or other non-Company securities upon Dr. Mason's termination with the Company or on such other date Dr. Mason may elect.

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.