CENTENE CORP Form 4 July 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB 3

5. Relationship of Reporting Person(s) to

Issuer

Number: 3235-0287

Synings: January 31,

OMB APPROVAL

Expires: 2005
Estimated average

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES
m 4 or
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Symbol

1(b).

(Print or Type Responses)

DITMORE ROBERT K

1. Name and Address of Reporting Person *

		CENT	CENTENE CORP [CNC]			(Check all applicable)				
	(First) ONDELET , SUITE 800	(Month	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006			X Director 10% Owner Officer (give title Other (specify below)				
	(Street)	4. If Ar	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year) ST. LOUIS, MO 63105				-	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 06/30/2006	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Disp	(A) or or (D)	Price \$ 23.94	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock			<u></u>		23.74	15,250	I	By spouse (1)		
Common Stock						5,600	I	See footnote		
Common Stock						59,200	I	See footnote (3)		

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	te	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	* Ti	Title	or Number		
						Exercisable					
				Code V	(A) (D)				of Charac		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
DITMORE ROBERT K							
7711 CARONDELET AVENUE SUITE 800	X						

Signatures

ST. LOUIS, MO 63105

/s/ J. Per Brodin (executed by attorney-in-fact) 07/05/2006

**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).
- Shares owned by spouse who shares Mr. Ditmore's household. Mr. Ditmore disclaims beneficial ownership of the shares held by his spouse, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Owned by the Ditmore 2002 Charitable Remainder Trust, of which Mr. Ditmore is a co-trustee. Mr. Ditmore disclaims beneficial (2) ownership except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) Owned by the Ditmore Family Management Company LLC, of which Mr. Ditmore is a chief manager. Mr. Ditmore disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an

Reporting Owners 2

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admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(4) Shares represent restricted stock units reserved in lieu of cash payment of fees under the Company's Non-Employee Directors Stock Compensation Plan.

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.