Darnley Patti
Form 4
December 14, 2007

FORM 4

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

OMB APPROVAL

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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 *
Darnley Patti

(Last) (First) (Middle)

7711 CARONDELET AVENUE

(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)
12/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. VP of Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2007		A		2,500	A	$ 24.79	15,000 (1)	D	
Common Stock	12/12/2007		F		487 (2)	D	$ 24.79	14,513 (3)	D	
Common Stock	12/13/2007		F		325 (2)	D	$ 25.23	14,188 (3)	D	

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

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number.

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

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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Common Stock Option (right to buy)	$ 24.79	12/12/2007		A		5,000		12/12/2012 (4)	12/12/2017	Common Stock	5,0
Phantom Stock	$ 0 (5)	12/14/2007		A		39.547 (6)		12/14/2007	12/14/2007 (7)	Common Stock	39.
Common Stock Option (right to buy)	$ 18.69							08/26/2009	08/26/2014	Common Stock	40,
Common Stock Option (right to buy)	$ 26.07							12/08/2009	12/08/2014	Common Stock	25,
Common Stock Option (right to buy)	$ 25.4							12/13/2010	12/13/2015	Common Stock	7,5
Common Stock Option (right to buy)	$ 25.21							12/12/2011	12/12/2016	Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
Darnley Patti 7711 CARONDELET AVENUE ST. LOUIS, MO 63105			Sr. VP of Operations	

Signatures

/s/ J. Per Brodin (executed by attorney-in-fact)	12/14/2007
**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) Ms. Darnley's ownership includes this award of 2,500 restricted stock units which vest in four annual installments over a four year period. Vesting of this grant is predicated on a one year performance condition being met. In addition, ownership includes previous grants of 9,000 restricted stock units subject to vesting requirements.

(2) Shares withheld for taxes upon vesting of previously reported stock grant.

(3) The options vest in five equal annual installments on the anniversary of the grant date beginning on December 12, 2008.

(4) Ms. Darnley's ownership includes 11,500 restricted stock units subject to vesting requirements.

(5) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.

(6) The phantom stock was acquired through regular scheduled payroll contributions to the Company's deferred compensation plan.

(7) The phantom stock has no formal expiration date. The phantom stock will be settled in cash or other non-Company securities upon Ms. Darnley's termination with the Company or on such other date Ms. Darnley 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.
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