

CENTENE CORP  
Form 8-K  
December 18, 2007

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

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**FORM 8-K**

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**Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): December 12, 2007**

**CENTENE CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other**  
**jurisdiction of**  
**incorporation)**

**000-33395**  
**(Commission file**  
**number)**

**42-1406317**  
**(IRS Employer**  
**Identification No.)**

**7711 Carondelet Avenue, St. Louis, Missouri 63105**  
**(Address of principal executive office and zip code)**  
**Registrant's telephone number, including area code: (314) 725-4477**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

(e) On December 12, 2007, our board of directors granted restricted stock unit awards to certain executive officers. Our Named Executive Officers: Michael F. Neidorff, Carol E. Goldman, and William N. Scheffel received grants of 100,000, 10,000, and 20,000 shares, respectively.

Vesting of the grant is contingent upon a performance condition that specifies the Company must meet certain pre-tax margin and revenue growth targets in 2008. The awards also contain service vesting provisions.

The form of the agreement is included as Exhibit 10.1 to this current report. The above description is qualified in its entirety by reference to such form.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) *Exhibits.*

10.1 Form of Performance Based Restricted Stock Unit Agreement

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 18, 2007

CENTENE CORPORATION

By: /s/ ERIC R. SLUSSER  
Eric R. Slusser  
Executive Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

10.1 Form of Performance Based Restricted Stock Unit Agreement