

CENTENE CORP  
Form 8-K  
January 31, 2005

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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): January 26, 2005**

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**CENTENE CORPORATION**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction

**000-33395**  
(Commission File Number)

**42-1406317**  
(IRS Employer

of Incorporation)

Identification No.)

**7711 Carondelet Avenue, Suite 800**

**St. Louis, Missouri**  
(Address of Principal Executive Offices)

**63105**  
(Zip Code)

**Registrant's telephone number, including area code: (314) 725-4477**

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(Former Name or Former Address, if Changed Since Last Report)

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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))
  - .. 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 Principal Officers; Election of Directors; Appointment of Principal Officers**

(b) Samuel E. Bradt, one of our directors, will not stand for re-election at our 2005 Annual Meeting of Stockholders. This decision was reached on January 26, 2005. Mr. Bradt has been a member of our board of directors since 1993 and currently is a Class I director whose term will expire at our 2005 Annual Meeting. Mr. Bradt will continue to serve the remainder of his term as a director until the 2005 Annual Meeting.

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.

CENTENE CORPORATION

Date: January 31, 2005

By: /s/ Michael F. Neidorff

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Michael F. Neidorff  
Chairman, President and Chief Executive Officer