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| FORM 4 |
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U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person\*

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Burlock, Jr.                Walter                E.
-----
      (Last)                (First)                (Middle)
-----
One Montgomery Street, Suite 3300
-----
                        (Street)
-----
San Francisco                CA                94104
-----
      (City)                (State)                (Zip)
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2. Issuer Name and Ticker or Trading Symbol    Centene Corporation    (CNTE)  
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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  
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4. Statement for Month/Year                    December 2001  
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5. If Amendment, Date of Original (Month/Year)  
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6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
X Director    \_\_\_ Officer                    \_\_\_ 10% Owner    \_\_\_ Other  
---                    (give title below)                    (specify below)  
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7. Individual or Joint/Group Filing (Check Applicable Line)  
X Form filed by One Reporting Person  
---  
\_\_\_ Form filed by More than One Reporting Person



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Explanation of Responses:

J - The options to acquire Series A Common Stock automatically converted into options to acquire Common Stock upon the closing of the Company's initial public offering.

/s/ Walter E. Burlock, Jr.	1/10/02
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**Signature of Reporting Person	Date

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

\* If this 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).

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.