

MOLINA HEALTHCARE INC
 Form 4
 January 18, 2017

FORM 4

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

OMB APPROVAL

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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 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 *
MOLINA J MARIO MD

2. Issuer Name and Ticker or Trading Symbol
MOLINA HEALTHCARE INC [MOH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 300 UNIVERSITY AVE., SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/16/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

SACRAMENTO, CA 95825

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)	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 Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	01/16/2017		F(1)	7,547	D	\$ 58.47 (2)	477,471 (3) (4) (5)	I	Trust (6)
Common Stock							469,184	I	Trust (7)
Common Stock							122,956	I	Trust (8)
Common Stock							18,920	I	Trust (9)
Common Stock							18,920	I	Trust (10)

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Common Stock								
Common Stock				18,920	I		Trust <u>(11)</u>	
Common Stock				19,280	I		Trust <u>(12)</u>	
Common Stock				1,362	I		Trust <u>(13)</u>	
Common Stock				1,362	I		Trust <u>(14)</u>	
Common Stock				1,361	I		Trust <u>(15)</u>	
Common Stock				1,361	I		Trust <u>(16)</u>	
Common Stock				65,282	I		Trust <u>(17)</u>	
Common Stock				25,082	I		Trust <u>(18)</u>	
Common Stock				137,972	I		Trust <u>(19)</u>	
Common Stock				83,087	I		Trust <u>(20)</u>	
Common Stock				83,087	I		Trust <u>(21)</u>	
Common Stock				200,000	I		Trust <u>(22)</u>	

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

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(9-02)

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINA J MARIO MD 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X		President & CEO	

Signatures

/s/ Joseph M. Molina, M.D., by Karen Calhoun,
Attorney-in-Fact

01/18/2017

__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) The shares were withheld for payment of taxes with respect to vesting of 19,108 shares on January 16, 2017, upon the Company achieving a three-year Total Stockholder Return (TSR) as determined by ISS calculations that is greater than the median TSR achieved by the Company's ISS peer group for the three-year period ending December 31, 2016.

(2) Represents the closing price of the Issuer's common stock on January 16, 2017.

(3) 19,108 of such shares vest on March 1, 2017. 47,771 of such shares vest upon the Company achieving a three-year EBITDA margin percentage for the three-year period ending December 31, 2016 equal to or greater than 4.0%. 47,771 of such shares vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016.

(4) 122,154 shares vest as follows: (i) 12,215 shares vest based on the Company's fiscal year 2016 annual premium revenue achievement; (ii) 12,215 shares vest based on the Company's fiscal year 2016 net profit margin achievement; (iii) 12,215 shares vest based on the Company's pre-tax income in fiscal year 2016; (iv) 12,215 shares vest based on the Company's 2017 annual premium revenue achievement; (v) 12,215 shares vest based on the Company's 2017 net profit margin achievement; (vi) 12,215 shares vest based on pre-tax income in fiscal year 2017; (vii) 12,215 shares vest upon the Company's achieving a three-year TSR for the three-year period ending December 31, 2017 as determined by ISS calculations that is greater than the median TSR achieved by the Company's 2015 ISS peer group; and (viii) 24,432 shares shall vest in one-half increments over two years, on each of April 1, 2017, and April 1, 2018. *See* 2015 Definitive Proxy Statement.

(5) 13,084 shares shall vest based on the Company's 2016 after tax profit margin; 13,084 shares shall vest based on the Company's 2017 after tax profit margin; 13,084 shares shall vest based on the Company's 2018 after tax profit margin; 13,084 shares shall vest based upon the Company's 2016 STARS ratings; 13,084 shares shall vest based upon the Company's 2017 STARS ratings; 26,168 shares shall vest upon the Company's achievement of certain business development targets; 39,250 shares shall vest in one-third increments, on each of March 7, 2017, March 7, 2018, and March 7, 2019.

(6) The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.

(7) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.

(8) The shares are owned by Dr. Molina's spouse, Therese A. Molina, as trustee of the MM GRAT 915/3.

(9) The shares are owned by Dr. Molina, as trustee of the David M.F. Molina Trust No. 2 dated 5/14/2003.

(10) The shares are owned by Dr. Molina, as trustee of the Mary Clare F. Molina Trust No. 2 dated 5/14/2003.

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- (11) The shares are owned by Dr. Molina, as trustee of the Colleen A.F. Fox Trust No. 2 dated 5/14/2003.
- (12) The shares are owned by Dr. Molina, as trustee of the Carley A.F. Fox Trust No. 2 dated 5/14/2003.
- (13) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.
- (14) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.
- (15) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.
- (16) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carley F. Fox dated 12/3/2008.
- (17) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (18) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
- (19) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- (20) The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
- (21) The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.
- (22) The shares are owned by JMM GRAT 716/3, of which Dr. Molina is the beneficiary.

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.