

Barlow Jeff D.  
Form 4  
March 02, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Barlow Jeff D.

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Legal Officer

(Last) (First) (Middle)  
  
300 UNIVERSITY AVENUE, SUITE 100  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2018

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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2018		F <sup>(1)</sup>	658	D	\$ 71.88 (2)	48,844	D
Common Stock	03/01/2018		F <sup>(3)</sup>	1,093	D	\$ 71.88 (2)	47,751	D
Common Stock	03/01/2018		D	10,034	D	\$ 0 (4)	37,717	D
Common Stock	03/01/2018		A <sup>(5)</sup>	22,259	A	\$ 71.88	59,976 (6)	D

(2)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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, 4, and 5)	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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barlow Jeff D. 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825			Chief Legal Officer	

## Signatures

Jeff D. Barlow                      03/02/2018  
 \*\*Signature of                      Date  
 Reporting Person

## 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 applied to payment of withholding taxes in connection with vesting of 1,885 shares on March 1, 2018, which vested upon the compensation committee's certification of the Company's 2017 annual premium revenue metric achievement.
- (2) Represents the closing price of the Issuer's common stock on March 1, 2018.
- (3) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 3,158 shares on March 1, 2018.

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- (4) Represents forfeiture of performance-based restricted stock granted to Reporting Person on April 1, 2015 and March 7, 2016, which were subject to vesting upon certain financial performance objectives that were not achieved.
- (5) Grant of restricted stock under the Issuer's 2011 Equity Incentive Plan, as amended.

The shares vest as follows: (i) the 22,259 newly granted shares vest in one-third increments on each of March 1, 2019, March 1, 2020, and March 1, 2021; (ii) 3,158 shares shall vest on each of March 1, 2019 and March 1, 2020; (iii) 3,132 shares shall vest based on the

- (6) Company's 2018 after tax profit margin; (iv) 4,698 shares shall vest upon the Company's achievement of certain business development targets; (v) 6,263 shares shall vest in two increments on each of March 7, 2018 and March 7, 2019; (vi) 1,885 shares shall vest on April 1, 2018; the remainder of the shares are vested.

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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