

Murray Frank E MD
Form 4
May 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Murray Frank E 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)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2013

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

300 UNIVERSITY AVENUE,
SUITE 100

(Street)

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

SACRAMENTO, CA 95825

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/13/2013		S		6,000	D	\$ 36.8783 18,125 ⁽²⁾ ₍₁₎

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Deriva Securit Securit (Instr. 3)
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	Code	V	(A)	(D)									
Stock Option (Right to Buy)	\$ 24.98				<table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">Date Exercisable</td> <td style="text-align: center;">Expiration Date</td> <td style="text-align: center;">Title</td> <td style="text-align: center;">Amount or Number of Shares</td> </tr> <tr> <td style="text-align: center;"><u>(3)</u></td> <td style="text-align: center;">06/24/2014</td> <td style="text-align: center;">Common Stock</td> <td style="text-align: center;">21,000</td> </tr> </table>	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	<u>(3)</u>	06/24/2014	Common Stock	21,000
Date Exercisable	Expiration Date	Title	Amount or Number of Shares										
<u>(3)</u>	06/24/2014	Common Stock	21,000										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murray Frank E MD 300 UNIVERSITY AVENUE, SUITE 100 SACRAMENTO, CA 95825	X			

Signatures

Jeff D. Barlow, by power of attorney for Frank E. Murray, M.D.	05/14/2013
**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) Represents the weighted average selling price with respect to 18 sales, with a selling price range between \$36.8643 and \$36.93.
- (2) The shares vest in 3,000 share increments on each of June 30, 2013, September 30, 2013, December 31, 2013, and March 31, 2014. The remainder of the shares are vested.
- (3) The options are fully vested.

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.