

MOLINA HEALTHCARE INC
Form 4
March 03, 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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

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

(Street)
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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/01/2017		A ⁽¹⁾	58,300	A	\$ 49.4 (2)	535,771 I Trust ⁽³⁾
Common Stock	03/01/2017		F ⁽⁴⁾	9,971	D	\$ 49.4 (2)	525,800 I Trust ⁽³⁾
Common Stock	03/01/2017		F ⁽⁵⁾	6,374	D	\$ 49.4 (2)	519,426 I Trust ⁽³⁾
Common	03/01/2017		D ⁽⁶⁾	133,056	D	\$ 386,370 ⁽⁷⁾	I Trust ⁽³⁾

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Stock	49,4 <u>(2)</u>	<u>(8)</u> <u>(9)</u>		
Common Stock		469,184	I	Trust <u>(10)</u>
Common Stock		122,956	I	Trust <u>(11)</u>
Common Stock		18,920	I	Trust <u>(12)</u>
Common Stock		18,920	I	Trust <u>(13)</u>
Common Stock		18,920	I	Trust <u>(14)</u>
Common Stock		19,280	I	Trust <u>(15)</u>
Common Stock		1,362	I	Trust <u>(16)</u>
Common Stock		1,362	I	Trust <u>(17)</u>
Common Stock		1,361	I	Trust <u>(18)</u>
Common Stock		1,361	I	Trust <u>(19)</u>
Common Stock		65,282	I	Trust <u>(20)</u>
Common Stock		25,082	I	Trust <u>(21)</u>
Common Stock		137,972	I	Trust <u>(22)</u>
Common Stock		83,087	I	Trust <u>(23)</u>
Common Stock		83,087	I	Trust <u>(24)</u>
Common Stock		200,000	I	Trust <u>(25)</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)**

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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. Certain shares were forfeited due to the failure to achieve the vesting conditions.

- (9) 58,300 shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020.
- (10) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- (11) The shares are owned by Dr. Molina's spouse, Therese A. Molina, as trustee of the MM GRAT 915/3.
- (12) The shares are owned by Dr. Molina, as trustee of the David M.F. Molina Trust No. 2 dated 5/14/2003.
- (13) The shares are owned by Dr. Molina, as trustee of the Mary Clare F. Molina Trust No. 2 dated 5/14/2003.
- (14) The shares are owned by Dr. Molina, as trustee of the Colleen A.F. Fox Trust No. 2 dated 5/14/2003.
- (15) The shares are owned by Dr. Molina, as trustee of the Carley A.F. Fox Trust No. 2 dated 5/14/2003.
- (16) 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.
- (17) 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.
- (18) 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.
- (19) 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.
- (20) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (21) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
- (22) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- (23) The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
- (24) The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.
- (25) 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.

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