

MOLINA HEALTHCARE INC
 Form 4
 May 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
MOLINA JOHN C

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)
 05/19/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 CFO / Trustee/Settlor Siblings Trust

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	05/19/2015		S ⁽¹⁾			15,000	D	70.3418 ⁽²⁾	634,546 ⁽³⁾	D	
Common Stock	05/20/2015		S ⁽¹⁾			6,332	D	70.2907 ⁽⁴⁾	628,214 ⁽³⁾	D	
Common Stock									128,278 ⁽⁵⁾	D	
Common Stock									⁽⁶⁾ ⁽⁷⁾	I	Trustee of Family

Common Stock	559,983	I	Trust ⁽⁸⁾ Trustee of Family Trust ⁽⁹⁾
Common Stock	11,154	D ⁽¹⁰⁾	

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)

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 or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.88					<u>(11)</u> 03/01/2017	Common Stock	54,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINA JOHN C 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X	X	CFO	Trustee/Settlor Siblings Trust
MOLINA SIBLINGS TRUST 741 ATLANTIC AVENUE LONG BEACH, CA 90813		X		

Signatures

John C. Molina, by Karen I. Calhoun, Attorney-in-Fact

05/20/2015

__Signature of Reporting Person

Date

John C. Molina, Trustee of the Molina Siblings Trust, by Karen Calhoun,
Attorney-In-Fact

05/20/2015

__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) Sale pursuant to the Rule 10b5-1 Trading Plan of Mr. Molina.
- (2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$69.47 to \$71.34. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (3) All of these shares are fully vested.
- (4) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$70.02 to \$70.62. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (5) 23,357 shares shall vest upon the Company achieving total revenue in any of the 2013, 2014, or 2015 fiscal years equal to or greater than \$12 billion; and 7,786 shares vest on March 1, 2016.
- 14,199 of such shares vest in one-half increments on each of March 1, 2016 and March 1, 2017. 7,099 of such shares vest upon the Company achieving 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. 17,748 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%. 17,748 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.
- (6) The 40,341 newly granted shares vest as follows: (i) 4,034 shares vest based on the Company's fiscal year 2016 annual premium revenue achievement; (ii) 4,034 shares vest based on the Company's fiscal year 2016 net profit margin achievement; (iii) 4,034 shares vest based on the Company's pre-tax income in fiscal year 2016; (iv) 4,034 shares vest based on the Company's 2017 annual premium revenue achievement; (v) 4,034 shares vest based on the Company's 2017 net profit margin achievement; (vi) 4,034 shares vest based on pre-tax income in fiscal year 2017; (vii) 4,034 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) 12,103 shares shall vest in one-third increments over three years, on each of April 1, 2016, April 1, 2017, and April 1, 2018. *See* 2015 Definitive Proxy Statement.
- (7)
- (8) The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
- (9) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (10) The shares are owned by Mr. Molina and his spouse as community property.
- (11) 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.

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