

MOLINA HEALTHCARE INC
 Form 4
 March 02, 2016

FORM 4

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

OMB APPROVAL

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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)
 03/01/2016

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

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	03/01/2016		F(1)	5,778 D 63.74 (2)	610,988 (3)	D	
Common Stock					90,035 (4) (5)	D	
Common Stock					621,364 (6)	I	Trustee of Family Trust (7)
Common Stock					11,154	D (8)	

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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, 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)
Stock Option (Right to Buy)	\$ 20.88					(9) 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		CFO	

Signatures

John C. Molina, by Karen I. Calhoun,
Attorney-in-Fact 03/02/2016

**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 applied to the payment of withholding taxes arising in connection with the vesting of 14,886 shares on March 1, 2016.
- (2) Represents the closing price of the Issuer's common stock on March 1, 2016.
- (3) All of these shares are fully vested.
- (4)

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7,099 of such shares vest on 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.

- (5) 40,341 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.
- (6) Includes 61,381 shares previously distributed by the Molina Siblings Trust to its beneficiaries in a non-reportable transaction.
- (7) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (8) The shares are owned by Mr. Molina and his spouse as community property.
- (9) 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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