

KOONTZ LILLIS ANN

Form 4

February 06, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KOONTZ LILLIS ANN

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)  
2277 FAIR OAKS BLVD, STE 440  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Health Plan Operations

SACRAMENTO, CA 95825

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock				(A) or (D)	Price	18,231 <sup>(1)</sup>	D
Common Stock	02/02/2006		A <sup>(2)</sup>	3,500	A \$ 28.66	21,731	D

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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**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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 25.33							02/10/2005 <sup>(3)</sup>	02/10/2014	Common Stock	15,000
Stock Options (Right to Buy)	\$ 4.5							<sup>(4)</sup>	12/27/2010	Common Stock	9,240
Stock Options (Right to Buy)	\$ 44.29							07/01/2006 <sup>(5)</sup>	07/01/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 28.66	02/02/2006		A		15,000		02/02/2007 <sup>(6)</sup>	02/02/2016	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KOONTZ LILLIS ANN 2277 FAIR OAKS BLVD, STE 440 SACRAMENTO, CA 95825	VP, Health Plan Operations

## Signatures

Lillis Ann Koontz, by Jeff D. Barlow,  
Attorney-in-Fact.

02/06/2006

\_\_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) 1,564 of the shares are fully vested. 16,667 of the shares represent restricted stock granted under the Molina Healthcare, Inc. 2002 Equity Incentive Plan, with one-half of the 16,667 shares to vest on each of 9/13/2006 and 9/13/2007.
  - (2) Grant of restricted stock under the Molina Healthcare, Inc. 2002 Equity Incentive Plan. The shares vest immediately, but are subject to a restriction on transfer for 18 months from the date of grant (August 2, 2007).
  - (3) The options vest one-third on each of 2/10/2005, 2/10/2006, and 2/10/2007.
  - (4) The options became fully exercisable upon the closing of the initial public offering of the issuer.
  - (5) The options vest one-third on each of 7/1/2006, 7/1/2007, and 7/1/2008.
  - (6) Grant of options under the Molina Healthcare, Inc. 2002 Equity Incentive Plan, with one-third of the options to vest on each of 2/2/2007, 2/2/2008, and 2/2/2009.

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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