

MOLINA HEALTHCARE INC
 Form 4
 March 08, 2017

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)
 03/06/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/06/2017		S ⁽¹⁾		20,341	D	\$ 49.1942 ⁽²⁾
							622,074
Common Stock	03/07/2017		F ⁽⁴⁾		3,444	D	\$ 48.52 ⁽⁵⁾
							102,368 ⁽⁶⁾
Common Stock	03/07/2017		F ⁽⁷⁾		1,722	D	\$ 48.52 ⁽⁵⁾
							99,068 ⁽⁸⁾
Common Stock	03/07/2017		F ⁽⁹⁾		3,444	D	\$ 48.52 ⁽⁵⁾
							92,468 ⁽⁶⁾ ⁽¹⁰⁾ ⁽¹¹⁾ ⁽¹²⁾
							D

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Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$48.77 to \$49.62. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.

- (3) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (4) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 6,600 shares on March 7, 2017, based upon the Company's 2016 STARS rating achievement.
- (5) Represents the closing price of the Issuer's common stock on March 7, 2017.
- (6) Excludes 3,156 shares net of tax withholding now shown as fully vested.
- (7) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 3,300 shares on March 7, 2017, upon the Company's achievement of a certain business development target (Board approved acquisition).
- (8) Excludes 1,578 shares net of tax withholding now shown as fully vested.
- (9) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 6,600 shares on March 7, 2017. 6,600 shares shall vest based on the Company's 2017 after tax profit margin; 6,600 shares shall vest based on the Company's 2018 after tax profit margin; 6,600 shares shall vest based upon the Company's 2017 STARS ratings; 13,200 shares shall vest upon the Company's achievement of certain business development targets; 6,600 shares shall vest on each of March 7, 2018, and March 7, 2019.
- (11) 20,041 shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020. 4,034 shares vest based on the Company's 2017 annual premium revenue achievement; 4,034 shares vest based on the Company's 2017 net profit margin achievement; 4,034 shares vest based on pre-tax income in fiscal year 2017; 8,068 shares shall vest in one-half increments over two years, on each of April 1, 2017, and April 1, 2018. See 2015 Definitive Proxy Statement.
- (12) All of these shares are fully vested.
- (13) Includes 7,890 shares vested on March 7, 2017 net of shares withheld for payment of taxes.
- (14) The shares are owned by Mr. Molina and his spouse as community property.
- (15)

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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