#### WHITE JOSEPH W CPA

Form 4

March 05, 2013

### 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 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

2. Issuer Name and Ticker or Trading

MOLINA HEALTHCARE INC

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \*

WHITE JOSEPH W CPA

(First)

300 UNIVERSITY AVENUE, SUITE 100

SACRAMENTO, CA 95825

(Street)

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 03/01/2013

Symbol

[MOH]

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

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

VP, Accounting

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)		Securities	Ownership	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial		

		(Month/Day/Year)	(Instr. 8)  Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)
Common Stock	03/01/2013		F <u>(1)</u>	7,900	D	\$ 32.11 (2)	63,558	D
Common Stock	03/01/2013		A(3)	14,014	A	\$ 32.11 (2)	77,572	D

Common 105,601 (4)  $A^{(3)}$ 03/01/2013 28,029 Α 32.11 Stock (2)

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

Ownership

(Instr. 4)

D

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		Derivat
Security	or Exercise		any	Code	of	(Month/Day	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative					(Instr. 5
	Derivative				Securities					
	Security				Acquired					
					(A) or					
					Disposed					
					of (D) (Instr. 3,					
					4, and 5)					
					¬, and 3)					
									Amount	
						Date	Expiration	TT' d	or	
						Exercisable	Date	Title	Number of	
				Codo V	(A) (D)				Shares	
				Code V	(A) (D)				Shares	
Stock										
Option						10		Common		
(Right to	\$ 29.5267					(6)	07/01/2015	Stock	6,750	
_								SIOCK		
Buy)										

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner

WHITE JOSEPH W CPA 300 UNIVERSITY AVENUE, SUITE 100 SACRAMENTO, CA 95825

VP, Accounting

Other

## **Signatures**

Jeff D. Barlow, by power of attorney for Joseph W. White.

03/05/2013

Officer

\*\*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 21,000 shares on March 1, 2013.
- (2) Represents the closing price (and selling price) of Issuer's common stock on March 1, 2013.
- (3) Grant of restricted stock under the Issuer's 2011 Equity Incentive Plan.

**(4)** 

Reporting Owners 2

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The 14,014 newly granted shares vest in 1/4th increments on each of March 31, 2013, June 30, 2013, September 30, 2013, and December 31, 2013. The 28,029 newly granted shares vest in 1/4th increments as follows: (i) 1/4th shall vest in equal 1/3rd increments over three years on March 1, 2014, March 1, 2015, and March 1, 2016; (ii) 1/4th shall vest upon the Company achieving three-year Total Stockholder Return (as compared to the Company's ISS peer group), for the three-year period ending December 31, 2013 equal to or greater than the 50th percentile in that peer group; (iii) 1/4th 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 (iv) 1/4th shall vest upon the Company's achieving three-year EBITDA margin for the three-year period ending December 31, 2013 equal to or greater than 2.5%.

- Additionally, 17,250 shares vest on March 1, 2014; 13,125 shares vest on March 1, 2015; and 3,750 shares vest on March 1, 2016. The remainder of the shares are vested. The number of shares vesting on each of March 1, 2014, March 1, 2015, and March 1, 2016 have been adjusted to correct a previous mathematical error.
- (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.