

MOLINA HEALTHCARE INC  
Form 4  
January 02, 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

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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 \*  
SZABO JOHN P JR

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 AVENUE,  
SUITE 100  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/01/2015

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

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	01/01/2015		A <sup>(1)</sup>	1,168 <sup>(2)</sup> A 53.53 <sup>(3)</sup>	16,168	D	
Common Stock					1,500	I	By spouse <sup>(4)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)



\$		13.95
	08/03/07	
\$		1,900
	08/03/07	14.25
\$		2,000
	08/03/07	14.50
\$		100
		13.80

(d) CGI, TFMC, NL, Harold C. Simmons and his spouse each has the right to receive and the power to direct the receipt of dividends from, and proceeds from the sale of, the Shares directly held by such entity or person.

(e) On March 26, 2007, Tremont LLC, a wholly owned subsidiary of Valhi (“*Tremont*”), paid a dividend to Valhi of 50,474,000 shares of TIMET common stock. On that same day, Valhi used the shares of TIMET common stock it received as a dividend from Tremont LLC and 6,315,383 Shares that Valhi owned directly to pay a special dividend of an aggregate of 56,789,383 shares of TIMET common stock to Valhi’s stockholders of record as of the close of business on March 12, 2007. As a result Tremont’s dividend, Tremont ceased to hold an indirect interest in TIMET and TFMC and ceased to be a Reporting Person under this Statement.

On September 12, 2007, Southwest Louisiana Land Company, Inc., a Louisiana corporation, merged with and into Southwest Louisiana Land Company, Inc., a Delaware corporation. The Delaware corporation survived the merger and is the successor to the Louisiana corporation.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 is amended as follows.

As discussed in prior amendments to this Statement, TIMET, TFMC and certain other subsidiaries of TIMET were parties to a revolving credit and letter of credit facility dated as of February 25, 2000, as amended and supplemented through June 30, 2005 (the “*Congress Facility*”), with Congress Financial Corporation (Southwest). CGI had pledged 2,242,820 Class A Shares under the Congress Facility pursuant to an Investment Property Pledge and Security Agreement dated as of October 5, 2004 executed CGI to and in favor of Congress Financial Corporation (Southwest). Upon TIMET entering into a new credit agreement with U.S. Bank National Association as agent for certain lenders, the Congress Facility and the related Property Pledge and Security Agreement were terminated on February 17, 2006.

As discussed in prior amendments to this Statement, on September 24, 2004, NL acquired 10,000,000 Class B Shares from Valcor, Inc., a wholly owned subsidiary of Valhi (“*Valcor*”), and 374,000 Class A Shares from Valhi, at a purchase

price of \$16.25 per share, or an aggregate purchase price of approximately \$168.6 million (the “*Acquisition*”). The terms of the Acquisition are incorporated herein by reference to the Stock Purchase Agreement dated September 24, 2004 among NL, Valhi and Valcor filed as Exhibit 10.1 to the Current Report on Form 8-K that NL filed with the SEC on September 29, 2004. NL paid the purchase price by transferring to:

- Valcor a Promissory Note dated September 24, 2004 in the original principal amount of \$162,500,000.00 payable to the order of Valcor, Inc. and executed by Kronos Worldwide, Inc. (the “*Valcor Note*”); and
- Valhi a Promissory Note dated September 24, 2004 in the original principal amount of \$6,077,500.00 payable to the order of Valhi, Inc. and executed by Kronos Worldwide, Inc. (the “*Valhi Note*”).

On October 11, 2004, Valcor paid a dividend to Valhi in the form of the Valcor Note and on November 30, 2004, Kronos Worldwide paid Valhi in full for the amounts owing under the Valcor and Valhi Notes.

Effective January 1, 2006, the Contran Deferred Compensation Trust No. 1 (as amended and restated effective as of January 1, 2004) and the Contran Deferred Compensation Trust No. 2 (as amended and restated effective as of January 1, 2004) were combined, merged and consolidated into the CDCT with the surviving CDCT being governed by the terms of the Contran Amended and Restated Deferred Compensation Trust Agreement between Contran and U.S. Bank National Association (the “*CDCT Trust Agreement*”). A copy of the CDCT Trust Agreement was filed as Exhibit 1 to Amendment No. 69 to the Schedule 13D related to the common stock of Valhi and filed with the SEC on August 28, 2007 by Contran, Dixie Holding, Dixie Rice, National, NOA, Southwest, VGI, VHC and Harold C. Simmons.

**Item 7. Material to be Filed as Exhibits.**

Item 7 is amended and restated as follows.

E x h i b i t 1 Restated Certificate of Incorporation of CompX International Inc., incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the CompX International Inc. Registration Statement on Form S-1 filed with the U.S. Securities and Exchange Commission on February 4, 1998 (registration number 333-42643).

E x h i b i t 2 Stock Purchase Agreement dated as of March 15, 2004 by and between Titanium Metals Corporation and TIMET Finance Management Company, incorporated by reference to Exhibit 2 to Amendment No. 4 to this Statement filed with the U.S. Securities and Exchange Commission on March 23, 2004.

E x h i b i t 3 Stock Purchase Agreement dated September 24, 2004 between Valhi, Inc. and Valcor, Inc., as sellers, and NL Industries, Inc., as purchaser, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K that NL Industries, Inc. filed with the U.S. Securities and Exchange Commission on September 29, 2004. The disclosure schedule attachment to this Exhibit 8 has not been filed; upon request, the Reporting Persons will furnish supplementally to the U.S. Securities and Exchange Commission a copy of this attachment.

E x h i b i t 4 Subscription Agreement executed on October 5, 2004 but effective as of October 1, 2004 among NL Industries, Inc., TIMET Finance Management Company and CompX Group, Inc., incorporated by

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reference to Exhibit 99.1 to the Current Report on Form 8-K that NL Industries, Inc. filed with the U.S. Securities and Exchange Commission on October 8, 2004. Certain of the exhibits to this Exhibit 11 have been filed; upon request, the Reporting Persons will furnish supplementally to the U.S. Securities and Exchange Commission a copy of the omitted exhibits.

Exhibit 5 Voting Agreement executed on October 5, 2004 but effective as of October 1, 2004 among NL Industries, Inc., TIMET Finance Management Company and CompX Group, Inc., incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K that NL Industries, Inc. filed with the U.S. Securities and Exchange Commission on October 8, 2004.

Exhibit 6 Certificate of Incorporation of CompX Group, Inc., incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K that NL Industries, Inc. filed with the U.S. Securities and Exchange Commission on October 8, 2004.

Exhibit 7 Tax Agreement dated as of October 1, 2004 among NL Industries, Inc., Contran Corporation and CompX International Inc., incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K that NL Industries, Inc. filed with the U.S. Securities and Exchange Commission on October 8, 2004.

Exhibit 8 Contran Amended and Restated Deferred Compensation Trust effective as of January 1, 2007 between Contran Corporation and U.S. Bank National Association, incorporated by reference to Exhibit 1 to Amendment No. 69 to Schedule 13D related to the common stock of Valhi, Inc. and filed with the U.S. Securities and Exchange Commission on August 28, 2007 by Contran Corporation, Dixie Holding Company, Dixie Rice Agricultural Corporation, Inc., National City Lines, Inc., NOA, Inc., Southwest Louisiana Land Company, Inc., Valhi Group, Inc., Valhi Holding Company and Harold C. Simmons.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: September 24, 2007

/s/ Harold C. Simmons

*Harold C. Simmons*

*Signing in the capacities listed on Schedule "A" attached hereto and incorporated herein by reference.*

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: September 24, 2007

/s/ Steven L. Watson

*Steven L. Watson*

*Signing in the capacities listed on Schedule "A" attached hereto and incorporated herein by reference.*

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: September 24, 2007

/s/ Gregory M. Swalwell

*Gregory M. Swalwell*

*Signing in the capacity listed on Schedule "A" attached hereto and incorporated herein by reference.*

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**SCHEDULE A**

HAROLD C. SIMMONS, in his individual capacity and as trustee of THE COMBINED MASTER RETIREMENT TRUST.

STEVEN L. WATSON, as president, chief executive officer or vice president of each of:

CONTRAN CORPORATION  
DIXIE HOLDING COMPANY  
DIXIE RICE AGRICULTURAL CORPORATION, INC.  
HAROLD SIMMONS FOUNDATION, INC.  
NATIONAL CITY LINES, INC.  
NOA, INC.  
SOUTHWEST LOUISIANA LAND COMPANY, INC.  
TITANIUM METALS CORPORATION  
VALHI GROUP, INC.  
VALHI HOLDING COMPANY  
VALHI, INC.

GREGORY M. SWALWELL, as vice president of each of:

COMPX GROUP, INC.  
NL INDUSTRIES, INC.  
TIMET FINANCE MANAGEMENT COMPANY

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**SCHEDULE B**

The names of the directors and executive officers of CompX Group, Inc. (“*CGP*”), Contran Corporation (“*Contran*”), Dixie Holding Company (“*Dixie Holding*”), Dixie Rice Agricultural Corporation, Inc. (“*Dixie Rice*”), the Harold Simmons Foundation, Inc. (the “*Foundation*”), National City Lines, Inc. (“*National*”), NL Industries, Inc. (“*NL*”), NOA, Inc. (“*NOA*”), Southwest Louisiana Land Company, Inc. (“*Southwest*”), TIMET Finance Management Company (“*TFMC*”), Titanium Metals Corporation (“*TIMET*”), Valhi Group, Inc. (“*VGI*”), Valhi Holding Company (“*VHC*”) and Valhi, Inc. (“*Valhi*”) and their present principal occupations are set forth below. Except as otherwise indicated, each such person is a citizen of the United States of America and the business address of each such person is 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240.

Name	Present Principal Occupation
T h o m a s E . B a r r y (1)	Vice president for executive affairs at Southern Methodist University and professor of marketing in the Edwin L. Cox School of Business at Southern Methodist University; and a director of Valhi.
J a m e s W . Brown	.Vice president, corporate finance of TIMET.
K e i t h R . C o o g a n (2)	Private investor; director of Kronos Worldwide, Inc., a subsidiary of Valhi (“ <i>Kronos Worldwide</i> ”), and TIMET
N o r m a n S . E d e l c u p (3)	Mayor of Sunny Isles Beach, Florida; director of CompX International Inc., a subsidiary of NL (the “ <i>Company</i> ”), and Valhi; and trustee of the Baron Funds, a mutual fund group.
L . A n d r e w Fleck	Vice president of Dixie Rice and Southwest; real estate manager for Contran.
L i s a S i m m o n s Epstein	Director and president of the Foundation.
R o b e r t D Graham	.Vice president of Contran, Dixie Holding, Dixie Rice, the Foundation, National, NOA, Southwest, Tremont, a wholly owned subsidiary of Valhi (“ <i>Tremont</i> ”), Valhi, VGI and VHC; executive vice president of TIMET; vice president and general counsel of Kronos Worldwide and NL; and vice president and general counsel of CGI.
Tim C. Hafer	Vice president and controller of Kronos Worldwide and NL.
J . M a r k Hollingsworth	Vice president and general counsel of Contran, Dixie Holding, Dixie Rice, National, NOA,

Explanation of Responses:

Southwest, Tremont, Valhi, VGI and VHC; general counsel of the Foundation and the Company; trust counsel of The Combined Master Retirement Trust, a trust Contran sponsors that permits the collective investment by master trusts that maintain the assets of certain employee benefit plans Contran and related companies adopt (the “CMRT”); and acting general counsel of Keystone Consolidated Industries, Inc., a subsidiary of Contran (“Keystone”).

F r a n c i s B . J a c o b s , I V  
(4) Vice president-client services of Stewart Management Company; and director, vice president and assistant secretary of TFMC.

K e i t h A  
Johnson .Controller of the Foundation.

W i l l i a m J  
Lindquist .Director and senior vice president of Contran, Dixie Holding, National, NOA, VGI and VHC; senior vice president of Dixie Rice, Southwest, Tremont and Valhi; and a director of CGI.

A . A n d r e w R  
Louis .Secretary of CGI, Contran, the Company, Dixie Holding, Dixie Rice, Kronos Worldwide, National, NL, NOA, Southwest, TIMET, Tremont, Valhi, VGI and VHC.

K e l l y D  
Luttmer .Vice president and tax director of Contran, CGI, the Company, Dixie Holding, Dixie Rice, Kronos Worldwide, National, NL, NOA, Southwest, TIMET, Tremont, Valhi, VGI and VHC.

A n d r e w M c C o l l a m , J r  
(5) .President and a director of Southwest; director of Dixie Rice; and a private investor.

W . H a y d e n M c I l r o y  
(6) Private investor primarily in real estate; and a director of Valhi and Cadco Systems, Inc., a manufacturer of emergency alert systems.

C e c i l H . M o o r e , J r  
(7) .Director of NL and Kronos Worldwide; and a private investor.

A n d r e w B  
Nace .Vice president and general counsel of TIMET.

B o b b y D  
O’Brien .Vice president, chief financial officer and director of Dixie Holding, National, NOA, VGI and VHC; executive vice president and chief financial officer of TIMET; vice president and chief financial officer of Contran, Dixie Rice,

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Southwest, Tremont and Valhi; and director of CGI.

G l e n n R  
Simmons .Vice chairman of the board of Contran, Dixie Holding, Dixie Rice, National, NOA, Tremont, Valhi, VGI and VHC; chairman of the board of the Company and Keystone; director and executive vice president of Southwest; and a director of CGI, Kronos Worldwide, NL and TIMET.

H a r o l d C  
Simmons .Chairman of the board of CGI, Contran, Dixie Holding, Dixie Rice, the Foundation, National, NOA, Southwest, TIMET, Tremont, Valhi, VGI and VHC; chairman of the board and chief executive officer of Kronos Worldwide and NL; and trustee and member of the investment committee of the CMRT.

R i c h a r d A . S m i t h  
(8) Vice president of Dixie Rice.

T h o m a s P . S t a f f o r d  
(9) Director of NL and TIMET; chairman of the NASA Advisory Council Task Force on the International Space Station Program.

J o h n A . S t  
Wrba .Vice president and treasurer of Contran, CGI, Dixie Holding, Dixie Rice, Kronos Worldwide, National, NL, NOA, Southwest, TIMET, Tremont, Valhi, VGI and VHC.

S c o t t E  
Sullivan .Vice president and controller of TIMET.

G r e g o r y M  
Swalwell .Vice president and controller of Contran, Dixie Holding, National, NOA, Southwest, Tremont, Valhi, VGI and VHC; vice president, finance and chief financial officer of CGI, Kronos Worldwide and NL; vice president of Dixie Rice and TIMET; and director, vice president and treasurer of TFMC.

J . W a l t e r T u c k e r , J r  
(10) .President, treasurer and a director of Tucker & Branham, Inc., a mortgage banking, insurance and real estate company; a director of Valhi; and a member of the investment committee of the CMRT.

S t e v e n L  
Watson .Director and president of Contran, Dixie Holding, Dixie Rice, National, NOA, VGI and VHC; director, president and chief executive

officer of Valhi; president of Tremont; director and executive vice president of Southwest; director, vice president and secretary of the Foundation; vice chairman of Kronos Worldwide; vice chairman, president and chief executive officer of TIMET; and a director of CGI, the Company, Keystone and NL.

T e r r y N . W o r r e l l Director of NL and TIMET; a private investor with Worrell Investments, Inc., a real estate investment company.  
(11)

J o a n L . Y o r i Vice president-client services of Stewart Management Company; and director, president, secretary and assistant treasurer of TFMC.  
(4)

P a u l J . Z u c c o n i A private investor and a director of TIMET.  
(12)

(1)The principal business address for Dr. Barry is Southern Methodist University, Perkins Administration Bldg. #224, Dallas, Texas 75275.

(2) The address for Mr. Coogan is 5209 Englenook Court, Plano, Texas 75023

(3)The principal business address for Mr. Edelcup is 17395 North Bay Road, Suite 103, Sunny Isles Beach, Florida 33160.

(4)The principal business address for Mr. Jacobs and Ms. Yori is Nemours Building, Suite 1410, 1007 Orange Street, Wilmington, Delaware 19801.

(5) The principal business address for Mr. McCollam is 402 Canal Street, Houma, Louisiana 70360.

(6)The principal business address for Mr. McIlroy is 25 Highland Park Village, Suite 100-341, Dallas, Texas 75225.

(7) The address for Mr. Moore is 4444 Beverly Drive, Dallas, Texas 75205.

(8) The principal business address for Mr. Smith is 600 Pasquiere Street, Gueydan, Louisiana 70542-0010.

(9)The principal business address for Gen. Stafford (ret.) is Stafford Technology Inc., Suite 102, 4200 Perimeter Center, Oklahoma City, Oklahoma 73112.

(10)The principal business address for Mr. Tucker is 1350 North Orange Avenue, Suite 102, Winter Park, Florida 32789.

(11) The address for Mr. Worrell is 6909 Vassar, Dallas, Texas 75205.

(12) The business address for Mr. Zucconi is 2801 Mill Haven Court, Plano, Texas 75093.

**SCHEDULE C**

Based upon ownership filings with the Commission or upon information provided by the persons listed on Schedule B to this Statement, such persons may be deemed to personally beneficially own Class A Shares, as outlined below:

<b>Name</b>	<b>Class A Shares Held</b>	<b>Stock Options Held (1)</b>	<b>Total</b>
Thomas E. Barry	-0-	-0-	-0-
James W. Brown	-0-	-0-	-0-
Keith R. Coogan	3,500	-0-	3,500
Norman S. Edelcup	4,000	-0-	4,000
L. Andrew Fleck	-0-	-0-	-0-
Lisa Simmons Epstein	-0-	-0-	-0-
Robert D. Graham	-0-	-0-	-0-
Tim C. Hafer	-0-	-0-	-0-
J. Mark Hollingsworth	-0-	7,000	7,000
Francis B. Jacobs, II	-0-	-0-	-0-
Keith A. Johnson	-0-	4,000	4,000
William J. Lindquist	-0-	10,000	10,000
A. Andrew R. Louis	-0-	4,000	4,000
Kelly D. Luttmer	200	4,000	4,200
Andrew McCollam, Jr.	-0-	-0-	-0-
W. Hayden McIlroy	-0-	-0-	-0-
Cecil H. Moore, Jr.	-0-	-0-	-0-
Andrew B. Nace	-0-	-0-	-0-
Bobby D. O'Brien	300	10,000	10,300
Glenn R. Simmons (2)	17,500	56,000	73,500
Harold C. Simmons (3)	86,900	-0-	86,900

Explanation of Responses:

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Richard A. Smith	-0-	-0-	-0-
Thomas P. Stafford	-0-	-0-	-0-
John A. St. Wrba	-0-	-0-	-0-
Scott E. Sullivan	-0-	-0-	-0-
Gregory M. Swalwell	-0-	5,000	5,000
J. Walter Tucker, Jr.	-0-	-0-	-0-
Steven L. Watson	8,000	16,000	24,000
Terry N. Worrell	-0-	-0-	-0-
Joan L. Yori	-0-	-0-	-0-
Paul J. Zucconi	-0-	-0-	-0-

(1) Represents Class A Shares issuable pursuant to the exercise within 60 days of the date of this Statement of stock options.

(2) Includes 500 Class A Shares held directly by Mr. Glenn R. Simmons' spouse. Mr. Simmons disclaims beneficial ownership of all such Shares.

(3) Includes 20,000 Class A Shares held directly by Mr. Harold C. Simmons' spouse. Does not include other Shares of which Mr. Simmons may be deemed to possess indirect beneficial ownership as described in Items 2 and 5(a) of this Statement. Except for the 66,900 Class A Shares that he holds directly, Mr. Simmons disclaims beneficial ownership of all Shares.