MOLINA J MARIO MD

Form 4

December 27, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

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Check this box

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MOLINA J MARIO MD

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

MOLINA HEALTHCARE INC

[MOH]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

300 UNIVERSITY AVE., SUITE

100

03/14/2011

President & CEO / Settlor-Molina Siblings

Trust

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SACRAMENTO, CA 95825

(City)	(State)	(Zip) Tab	le I - No	on-E	Derivative S	Securi	ities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	e, if Transaction Code (ear) (Instr. 8)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Common Stock	03/14/2011		Code	V V	Amount 15,000	(D)	Price \$ 0 (1)	30,646 (2) (3)	I	Trustee of trust (4)
Common Stock	06/02/2011		G	V	4,650	D	\$ 0 (1)	25,996 (2) (3)	I	Trustee of trust (4)
Common Stock	12/06/2011		G	V	597	A	\$ 0 (5)	26,593 (2) (3)	I	Trustee of trust (4)
Common Stock								697,381 <u>(2)</u> <u>(6)</u>	D	
Common Stock								70,050 (2)	I	Manager of limited

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		liability company (7)										
Common Stock	150,000 (2)	I Trustee of trust $\frac{(8)}{}$										
Common Stock	34,446 (2) (9)	I Trust (10)										
Common Stock	53,942 (2) (11)	I Trust (12)										
Common Stock	240,000 (2)	General partner of I family partnership (13)										
Common Stock	250,000 (2)	I Trust (14)										
Common Stock	1,362 (2)	I Trust (15)										
Common Stock	1,362 (2)	I Trust (16)										
Common Stock	1,361 <u>(2)</u>	I Trust (17)										
Common Stock	1,361 <u>(2)</u>	I Trust (18)										
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)												
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
Security or Exercise any Co	5. 6. Date Exercisable ransactionNumber Expiration Date ode of (Month/Day/Year) nstr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Underlying Securit	7. Title and Amount of Underlying Securities (Instr. 3 and 4)									
C		Expiration Date Title Or Num of Sh	ıber									

Stock

Option \$ 20.88 (Right to Buy)

03/01/2008(20) 03/01/2017

Common Stock

54,000 (2)

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

MOLINA J MARIO MD 300 UNIVERSITY AVE., SUITE 100 X SACRAMENTO, CA 95825

President & CEO Settlor-Molina Siblings Trust

Signatures

/s/ Joseph M. Molina, M.D., by Karen Calhoun, Attorney-in-Fact

12/27/2011

**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)** Price not applicable to gift.
- Amount of securities beneficially owned adjusted to reflect the 3:2 stock split effective May 20, 2011. **(2)**
- Includes 10,039 shares previously transfered from JMM GRAT 1208/5 in a non-reportable transaction. Excludes 250,000 shares previously transferred to JMM GRAT 911/4 in a non-reportable transaction. This holding was previously inadvertently understated by
- **(3)** 62,049 shares.
- The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee. **(4)**
- Gift without consideration from the Mary R. Molina Living Trust. **(5)**
 - 23,400 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2008. 5,850 of such shares vested on each of 3/1/2009, 3/1/2010 and 3/1/2011, and the balance vest 3/1/2012. 23,400 of the shares were granted under the Issuer's 2002 Equity
- Incentive Plan on 3/1/2009. 5,850 of such shares vested on each of 3/1/2010 and 3/1/2011, and the balance vest in one-half increments on 3/1/2012 and 3/1/2013. 23,400 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2010. 5,850 of such shares vested on 3/1/2011, and the balance vest in one-third increments on 3/1/2012, 3/1/2013 and 3/1/2014.
- The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager. **(7)**
- **(8)** The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- Excludes 5,446 shares previously transferred to trusts for children in a non-reportable transaction. **(9)**
- (10) The shares are owned by JMM GRAT 1208/2, of which Dr. Molina is beneficiary.
- (11) Excludes 10,039 shares previously transferred to the J. Marion Molina Separate Property Trust in a non-reportable transaction.
- (12) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
 - The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in
- (13) equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.
- (14) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.

(15)

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The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.

- (16) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.
- (17) The shares are woned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.
- (18) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.
- (19) Reflects adjusted price as a result of the 3:2 stock split effective May 20, 2011.
- (20) The options vested in one-fourth increments on each of 3/1/2008, 3/1/2009, 3/1/2010 and 3/1/2011.

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.