

MOLINA SIBLINGS TRUST
Form 4
March 05, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
03/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CFO / Trustee/Settlor Siblings Trust

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	03/01/2012		S		20,000	D	\$ 33.6065 (1)	2,144,840	I	Trustee of Family Trust (2)
Common Stock	03/01/2012		S		30,000	D	\$ 33.5048 (3)	692,386 (4)	D	
Common Stock	03/01/2012		F(5)		57,726	D	\$ 33.53 (6)	96,691 (7)	D (8)	
Common Stock								175,891 (9)	I	Trustee of Family

Trust ⁽¹⁰⁾

Common Stock 11,154 D ⁽⁸⁾

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

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(9-02)

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)	8. Price or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.88					⁽¹¹⁾ 03/01/2017	Common Stock	54,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINA JOHN C 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X	X	CFO	Trustee/Settlor Siblings Trust
MOLINA SIBLINGS TRUST 741 ATLANTIC AVENUE LONG BEACH, CA 90813		X		

Signatures

John C. Molina, by Karen I. Calhoun, Attorney-in-Fact

03/05/2012

 Signature of Reporting Person

Date

03/05/2012

John C. Molina, Trustee of the Molina Siblings Trust, by Karen Calhoun,
Attorney-In-Fact

__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) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$33.16 to \$33.78. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (2) The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
- (3) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$33.08 to \$33.78. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (4) The report now lists on a separate line shares issued pursuant to the Issuer's Equity Incentive Plan. This total also corrects an overstatement of shares by 50,167.
- (5) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 130,050 shares on March 1, 2012.
- (6) Represents the closing and selling price of the Issuer's common stock on March 1, 2012.
The shares were issued pursuant to the Issuer's Equity Incentive Plan and are fully vested. An additional 11,700 shares vest on March 1, 2013, and 5,850 shares vest on March 1, 2014. Vesting was previously reported using pre-split numbers in effect prior to the 3:2 stock split effective May 20, 2011.
- (7) The shares are owned by Mr. Molina and his spouse as community property.
- (8) The total corrects an overstatement by 2 shares. Also includes 83,640 shares previously transferred in non-reportable transactions from MRM GRATs 508/3, 1108/2, 1108/3, 609/2 and 1209/2.
- (9) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (10) The options are fully vested.
- (11) 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.