MOLINA J MARIO MD

Form 4

November 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Symbol

MOLINA HEALTHCARE INC [MOH]

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

11/27/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

300 UNIVERSITY AVE., SUITE

(Street)

(First)

(Middle)

100

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

President & CEO / Settlor-Molina Siblings

Trust

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

SACRAMENTO, CA 95825

						1	i cison				
(City)	(State)	(Zip) Tal	Гable I - Non-Derivative Securities Acqui			ired, 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. Securit. owr Dispose (Instr. 3, 4)	ed of (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	11/27/2012		S	60,000	D	\$ 27.83 (1)	401,132	D			
Common Stock	11/28/2012		S	25,000	D	\$ 27.3318 (2)	376,132	D			
Common Stock							58,859 (3)	D (4)			
Common Stock							22,750	I	Manager of limited liability		

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			company (5)
Common Stock	156,657 <u>(6)</u>	I	Trustee of trust (7)
Common Stock	107,309	I	Trustee of trust (8)
Common Stock	43,131	I	Trust (9)
Common Stock	240,000	I	General partner of family partnership (10)
Common Stock	214,212 (11)	I	Trust (12)
Common Stock	1,362	I	Trust <u>(13)</u>
Common Stock	1,362	I	Trust <u>(14)</u>
Common Stock	1,361	I	Trust (15)
Common Stock	1,361	I	Trust <u>(16)</u>

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

SEC 1474

(9-02)

Stock Option (Right to

Buy)

\$ 20.88

(17)

03/01/2017

Common 54,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

X

President & CEO Settlor-Molina Siblings Trust

Signatures

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

11/28/2012

**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 transactions was \$27.3018 to \$28.40. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$27.18 to \$27.52. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (3) The shares were issued pursuant to the Issuer's Equity Incentive Plan and are fully vested. An additional 11,700 vest on March 1, 2013 and 5,850 vest on March 1, 2014.
- (4) The shares are owned by Dr. Molina and his spouse as community property.
- (5) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- (6) Includes 35,788 shares previously transferred from JMM GRAT 911/4 for no consideration in a non-reportable transaction.
- (7) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- (8) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (9) 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
- (10) 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.
- (11) Excludes 35,788 shares previously transferred to the J. Marion Molina Separate Property Trust for no consideration in a non-reportable transaction.
- (12) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- (13) 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.
- (14) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated
- (15) 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.

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- (16) 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.
- (17) 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.