MOLINA HEALTHCARE INC
Form 4
March 03, 2015

FORM 4

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 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

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

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

(Last) (First) (Middle)

300 UNIVERSITY AVE., SUITE 100

(Street)

SACRAMENTO, CA 95825

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MOLINA HEALTHCARE INC [MOH]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2015		F (1)		6,152	D	$ 63.69 (2)	262,790 (3) (4)	D	
Common Stock	03/01/2015		F (5)		9,794	D	$ 63.69 (2)	252,996 (3) (4)	D	
Common Stock	03/01/2015		F (6)		9,793	D	$ 63.69 (2)	243,203 (3) (4)	D	
								18,920	I	Trust (7)

Common Stock			
Common Stock	18,920	I	Trust (8)
Common Stock	18,920	I	Trust (9)
Common Stock	19,280 (10)	I	Trust (11)
Common Stock	1,362	I	Trust (12)
Common Stock	1,362	I	Trust (13)
Common Stock	1,361	I	Trust (14)
Common Stock	1,361	I	Trust (15)
Common Stock	744,920	I	Trust (16)
Common Stock	155,976	I	Trust (17)
Common Stock	22,750	I	Manager of limited liability company (18)
Common Stock	86,764	I	Trust (19)
Common Stock	25,082	I	Trust (20)
Common Stock	159,996	I	Trust (21)
Common Stock	83,087	I	Trust (22)
Common Stock	83,087	I	Trust (23)

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

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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 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 Derivat Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 20.88							(24)	03/01/2017	Common Stock	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	03/03/2015
**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 15,572 shares on March 1, 2015.

(2) Represents the closing price (and selling price) of the Issuer's common stock on March 1, 2015.

(3) 46,715 shares 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 15,572 shares vest on March 1, 2016.

(4) 38,216 of such shares vest in one-half increments on each of March 1, 2016 and March 1, 2017. 19,108 of such shares vest upon the Company achieving three-year Total Stockholder Return (TSR) as determined by ISS calculations that is greater than the median TSR achieved by the Company's ISS peer group for the three-year period ending December 31, 2016. 47,771 of such shares vest upon the Company achieving a three-year EBITDA margin percentage for the three-year period ending December 31, 2016 equal to or greater than 4.0%. 47,771 of such shares vest upon the Company achieving a cumulative earnings per share of at least $8.50 for the three year period ending December 31, 2016.

(5) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 19,109 shares on March 1, 2015.

(6) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 19,108 shares on March 1, 2015. The shares that vested on March 1, 2015 include the shares that were subject to vesting on March 1, 2015 contingent upon the Company achieving a one-year Total Stockholder Return as determined by ISS calculations for fiscal year 2014 that is greater than the average Total Stockholder Return achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014. The Company's achievement of such Total Stockholder Return was certified by the compensation committee on February 24, 2015.

(7) The shares are owned by Dr. Molina, as trustee of the David M.F. Molina Trust No. 2 dated 5/14/2003.

(8) The shares are owned by Dr. Molina, as trustee of the Mary Clare F. Molina Trust No. 2 dated 5/14/2003.

(9) The shares are owned by Dr. Molina, as trustee of the Colleen A.F. Fox Trust No. 2 dated 5/14/2003.

(10) Excludes 9,640 shares previously transferred to the beneficiary pursuant to the trust in a non-reportable transaction.

(11) The shares are owned by Dr. Molina, as trustee of the Carley A.F. Fox Trust No. 2 dated 5/14/2003.

(12) 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.

(13) 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.

(14) 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.

(15) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carley F. Fox dated 12/3/2008.

(16) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.

(17) The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.

(18) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.

(19) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.

(20) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.

(21) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.

(22) The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.

(23) The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.

(24) 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.
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