

MOLINA HEALTHCARE INC  
Form 4  
March 03, 2017

**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)  
03/01/2017

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

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	03/01/2017		A <sup>(1)</sup>		20,041	A		49.4 (2)	164,942	D	
Common Stock	03/01/2017		F <sup>(3)</sup>		3,705	D		49.4 (2)	157,843	(4)	D
Common Stock	03/01/2017		F <sup>(5)</sup>		2,105	D		49.4 (2)	153,809	(6)	D
Common	03/01/2017		D <sup>(7)</sup>		50,164	D		\$	108,968	(8) (9)	D

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Stock	49,4	<sup>(10)</sup>		
	<u>(2)</u>			
Common Stock	600,714	<sup>(11)</sup>	D	
	<u>(12)</u>			
Common Stock	642,415		I	Trustee of Family Trust <sup>(13)</sup>
Common Stock	11,154		D <sup>(14)</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)

**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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINA JOHN C 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X		CFO	

## Signatures

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

03/03/2017

                    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) Grant of restricted stock subject to vesting under the Issuer's 2011 Equity Incentive Plan.
- (2) Represents the closing price of the Issuer's common stock on March 1, 2017.
- (3) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 7,099 shares on March 1, 2017.
- (4) Excludes 3,394 shares net of tax withholding now shown as fully vested.
- (5) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 4,034 shares on March 1, 2017, upon the Company's fiscal year 2016 annual premium revenue achievement.
- (6) Excludes 1,929 shares net of tax withholding now shown as fully vested.
- (7) Represents the forfeiture of performance-based restricted stock grants granted to the Reporting Person on each of March 1, 2014, April 1, 2015, and March 7, 2016 that were eligible to vest upon certain financial performance objectives. Upon grant, the target vesting amounts were reported in Table 1 of Form 4. The Company determined that, based on the Company's performance over the applicable performance period, the shares are forfeited.
- (8) 4,034 shares vest based on the Company's 2017 annual premium revenue achievement; 4,034 shares vest based on the Company's 2017 net profit margin achievement; 4,034 shares vest based on pre-tax income in fiscal year 2017; 8,068 shares shall vest in one-half increments over two years, on each of April 1, 2017, and April 1, 2018. *See* 2015 Definitive Proxy Statement.
- (9) 6,600 shares shall vest based on the Company's 2017 after tax profit margin; 6,600 shares shall vest based on the Company's 2018 after tax profit margin; 6,600 shares shall vest based upon the Company's 2016 STARS ratings; 6,600 shares shall vest based upon the Company's 2017 STARS ratings; 13,200 shares shall vest upon the Company's achievement of certain business development targets; 19,800 shares shall vest in one-third increments, on each of March 7, 2017, March 7, 2018, and March 7, 2019.
- (10) 20,041 shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020.
- (11) All of these shares are fully vested.
- (12) Includes 5,323 shares vested on March 1, 2017 net of shares withheld for payment of taxes.
- (13) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (14) The shares are owned by Mr. Molina and his spouse as community property.

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.