

MOLINA HEALTHCARE INC
 Form 4
 February 11, 2014

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 J MARIO MD

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)
 02/07/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO / Settlor-Molina 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/07/2014 | | F(1) | | 20,805 | D | \$ 36.13 (2) |
| Common Stock | | | | | 557,341 (3) | D (5) | (4) |
| Common Stock | | | | | 145,994 (6) | D | |
| Common Stock | | | | | 22,750 | I | Manager of limited liability company (7) |
| Common Stock | | | | | 317,293 | I | |

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| | | | | | |
|--------------|--|---------|---|--|---|
| Common Stock | | | | | Trustee of trust ⁽⁸⁾ |
| Common Stock | | 86,764 | I | | Trustee of trust ⁽⁹⁾ |
| Common Stock | | 25,082 | I | | Trust ⁽¹⁰⁾ |
| Common Stock | | 240,000 | I | | General partner of family partnership ⁽¹¹⁾ |
| Common Stock | | 184,131 | I | | Trust ⁽¹²⁾ |
| Common Stock | | 1,362 | I | | Trust ⁽¹³⁾ |
| Common Stock | | 1,362 | I | | Trust ⁽¹⁴⁾ |
| Common Stock | | 1,361 | I | | Trust ⁽¹⁵⁾ |
| Common Stock | | 1,361 | I | | Trust ⁽¹⁶⁾ |
| Common Stock | | 83,087 | I | | Trust ⁽¹⁷⁾ |
| Common Stock | | 83,087 | 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.

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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 of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | | Title | |

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| | | Date Exercisable | Expiration Date | Amount or Number of Shares |
|-----------------------------|----------|------------------|-----------------|----------------------------|
| Stock Option (Right to Buy) | \$ 20.88 | (19) | 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

02/11/2014

__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 46,714 shares on February 7, 2014, which vested upon the Company achieving three-year Total Stockholder Return (as compared to the Company's ISS peer group), for the three-year period ending December 31, 2013, equal to or greater than the 50th percentile in that peer group. The achievement of such Stockholder Return was certified on February 7, 2014.
 - (2) Represents the closing price (and selling price) of the Issuer's common stock on February 7, 2014.
 - (3) All of these shares are fully vested. Includes shares vested on February 7, 2014.
 - (4) The total includes 17,764 shares previously under-reported in error.
 - (5) Previously reported in error as title held as community property.

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; 46,714 shares shall vest upon the Company achieving three-year EBITDA margin for the three-year period ending December 31, 2013, equal to or greater than 2.5%; 15,571 shares vest on March 1, 2014; 15,572 shares vest on March 1, 2015; and 15,572 shares vest on March 1, 2016. Additionally, 5,850 shares vest on March 1, 2014.
 - (6) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
 - (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 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.
 - (10) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
 - (11) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
 - (12)

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- (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 12/3/2008.
- (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.
- (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 shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.
- (18) The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
- (19) 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.