

MOLINA HEALTHCARE INC
 Form 4
 March 04, 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 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)
 03/01/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2014		F ⁽¹⁾		12,188	D	\$ 37.68 ⁽²⁾
Common Stock	03/01/2014		F ⁽⁴⁾		7,116	D	\$ 37.68 ⁽²⁾
Common Stock	03/01/2014		A ⁽⁵⁾		70,993	A	\$ 36.13 ⁽²⁾
Common							1,614,840
						I	Trustee of

Stock				Family Trust ⁽⁸⁾
Common Stock		298,396	I	Trustee of Family Trust ⁽⁹⁾
Common Stock		11,154	D ⁽¹⁰⁾	

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. 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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Stock Option (Right to Buy)	\$ 20.88					<u>(11)</u> 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

03/04/2014

__Signature of Reporting Person

Date

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

03/04/2014

__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 23,357 shares on March 1, 2014, which vested upon the Company achieving three-year EBITDA margin for the three-year period ending December 31, 2013, equal to or greater than 2.5%. The achievement of the EBITDA margin was certified on March 1, 2014.

(2) Represents the closing price of the Issuer's common stock on March 1, 2014.

(3) All of these shares are fully vested. Includes shares that vested on March 1, 2014.

(4) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 13,636 shares on March 1, 2014.

(5) Grant of restricted stock subject to vesting under the 2011 Equity Incentive Plan.

(6) 23,357 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; 7,786 shares vest on March 1, 2015; and 7,786 shares vest on March 1, 2016.

(7) 21,299 of such shares vest in one-third increments on each of March 1, 2015, March 1, 2016 and March 1, 2017. 7,099 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. 7,099 of such shares vest on March 1, 2015 contingent upon the Company achieving a one-year TSR as determined by ISS calculations for fiscal year 2014 that is greater than the average TSR achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014. 17,748 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%. 17,748 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.

(8) 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.

(9) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.

(10) The shares are owned by Mr. Molina and his spouse as community property.

(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.

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