MOLINA HEALTHCARE INC

Form 4 April 03, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

burden hours per 0.5 response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Barlow Jeff D.

(Last)

(City)

Symbol MOLINA HEALTHCARE INC [MOH]

(Check all applicable)

(Middle)

(Zip)

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

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

Chief Legal Officer

300 UNIVERSITY **AVENUE, SUITE 100**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

04/01/2015

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

SACRAMENTO, CA 95825

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price \$ 57,191 (3) (4) Common $A^{(1)}$ 66.31 04/01/2015 18,851 A D (5)(6)Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(2)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date Exercisable	Expiration e Date		or		
								Title	Number		
						Lacicisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Barlow Jeff D. 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825

Chief Legal Officer

Signatures

Jeff D. Barlow 04/03/2015

**Signature of 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 under the Issuer's 2011 Equity Incentive Plan.
- (2) Represents the closing price of the Issuer's common stock on April 1, 2015.
- The 18,851 newly granted shares vest as follows: (i) 1,885 shares shall vest based on the Company's fiscal year 2016 annual premium revenue achievement; (ii) 1,885 shares shall vest based on the Company's fiscal year 2016 net profit margin achievement; (iii) 1,885 shares shall vest based on the Company's pre-tax income in fiscal year 2016; (iv) 1,885 shares shall vest based on the Company's 2017 annual premium revenue achievement; (v) 1,885 shares shall vest based on the Company's 2017 net profit margin achievement; continued
- (vi) 1,885 shares shall vest based on pre-tax income in fiscal year 2017; (vii) 1,885 shares shall vest upon the Company's achieving a three-year Total Stockholder Return (TSR) for the three-year period ending December 31, 2017 as determined by ISS calculations that is greater than the median TSR achieved by the Company's 2015 ISS peer group; and (viii) 5,656 shares shall vest in one-third increments over three years, on each of April 1, 2016, April 1, 2017, and April 1, 2018. See 2015 Definitive Proxy Statement.
- Additional vesting as follows: (i) 5,450 shares shall vest upon the Company achieving total revenue in any of the 2013, 2014, and 2015 fiscal years equal to or greater than \$12 billion; (ii) 2,123 shares shall vest upon the Company achieving three-year 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; continued
- (6) (iii) 5,308 shares shall 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%; (iv) 5,308 of shares shall vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016; (v) 7,690 shares vest on March 1, 2016; and (vi) 2,123 shares

Reporting Owners 2

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vest on March 1, 2017. The remainder of the shares are 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.