

COOPERMAN DANIEL

Form 4

July 03, 2018

**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 \*  
 COOPERMAN DANIEL

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  
 AVENUE, SUITE 100

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/01/2018

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

(Street)  
 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	07/01/2018		A <sup>(1)</sup>		562 <sup>(2)</sup>	A	\$ 97.94 <sup>(3)</sup>
							7,819
							D

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  
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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)**

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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 Deriva Securit (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Stock Option (Right to Buy)	\$ 33.02					(4)	03/11/2023	Common Stock	15,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
COOPERMAN DANIEL 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825	X

## Signatures

Jeff D. Barlow, by power of attorney for Daniel Cooperman.	07/03/2018
**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 stock under the Issuer's 2011 Equity Incentive Plan, as amended, in connection with the Reporting Person's services as a Director.  
  
The aggregate dollar value of the annual equity award to each director in 2018-2019 shall be \$220,000, with one quarter of that amount in stock, or \$55,000, to be granted on the first day of each quarter based on the closing price of the Issuer's common stock on such day.
- (2) Since the grant date of July 1, 2018 was a non-trading day, the number of shares was calculated based on the closing price of the Issuer's common stock on June 29, 2018, of \$97.94. Thus, the grant this quarter for services as a Director is for 562 shares of the Issuer's common stock.
- (3) Represents the closing price of the Issuer's common stock on June 29, 2018.
- (4) 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.