

Barlow Jeff D.
Form 4
March 05, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Barlow Jeff D.

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)
2180 HARVARD STREET, SUITE
400

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Legal Officer

(Street)
SACRAMENTO, CA 95815

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	03/01/2019		A ⁽¹⁾		5,780	A \$ 138.4 ⁽²⁾	58,198	D	
Common Stock	03/01/2019		F ⁽³⁾		4,776	D \$ 138.4 ⁽²⁾	53,422	D	
Common Stock	03/01/2019		A ⁽⁴⁾		2,632	A \$ 138.4 ⁽²⁾	56,054	D	
Common	03/01/2019		A ⁽⁵⁾		7,896	A \$	63,950	D	

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Stock					138.4		
					(2)		
					\$		
Common	03/01/2019	F(6)	4,632	D	138.4	59,318 (7)	D
Stock					(2)		

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

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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)

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Barlow Jeff D. 2180 HARVARD STREET SUITE 400 SACRAMENTO, CA 95815	Director 10% Owner Officer Other Chief Legal Officer

Signatures

Jeff D. Barlow	03/05/2019
**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).

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- (1) Grant of restricted stock under the Issuer's 2011 Equity Incentive Plan, as amended.
- (2) Represents the closing price of the Issuer's common stock on March 1, 2019.
- (3) The shares were applied to the payment of withholding taxes arising in connection with vesting of 10,579 shares of restricted stock on March 1, 2019.
- (4) Shares issued in settlement of previously granted Performance Stock Unit Award dated March 1, 2017, subject to vesting based on achievement of a Company growth/expansion metric.
- (5) Shares issued in settlement of previously granted Performance Stock Unit Award dated March 1, 2017, subject to vesting based on achievement of a net profit margin metric.
- (6) The shares were applied to the payment of withholding taxes arising in connection with the settlement of the above PSU awards.

- The shares vest as follows: (i) the 5,780 newly granted shares vest in one-third increments on each of March 1, 2020, March 1, 2021, and March 1, 2022; (ii) 7,419 shares are subject to vesting on each of March 1, 2020, and March 1, 2021; (iii) 3,158 shares are subject to vesting on March 1, 2020; (iii) 3,132 shares are subject to vesting on March 7, 2019, based on the Company's 2018 after tax profit margin; (iv) an additional 3,132 shares are subject to vesting on March 7, 2019; the remainder of the shares are vested.
- (7)

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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