MOLINA SIBLINGS TRUST

Form 4

March 05, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **MOLINA JOHN C**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MOLINA HEALTHCARE INC

[MOH]

(Check all applicable)

CFO / Trustee/Settlor Siblings Trust

(Last) (First) (Middle)

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

03/01/2012

X Director _X__ 10% Owner X__ Officer (give title __X__ Other (specify below) below)

300 UNIVERSITY AVE., SUITE

(Street)

100

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

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

Person

SACRAMENTO, CA 95825

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit onor Dispos (Instr. 3,	ed of (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)
Common Stock	03/01/2012		Code V S	Amount 20,000	(D)	Price \$ 33.6065	2,144,840	I	Trustee of Family
Common Stock	03/01/2012		S	30,000	D	\$ 33.5048 \(\frac{(3)}{3}\)	692,386 <u>(4)</u>	D	Trust (2)
Common Stock	03/01/2012		F(5)	57,726	D	\$ 33.53 (6)	96,691 <u>(7)</u>	D (8)	
Common Stock							175,891 (9)	I	Trustee of Family

Trust (10)

Common Stock

11,154 D (8)

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ve es d		Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 20.88					<u>(11)</u>	03/01/2017	Common Stock	54,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the control of the cont	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

03/05/2012

**Signature of Reporting Person

Date

03/05/2012

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

**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) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$33.16 to \$33.78. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (2) 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.
- (3) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$33.08 to \$33.78. The Reporting Person undertakes to provide full information about the transactions to the Comission upon request.
- (4) The report now lists on a separate line shares issed pursuant to the Issuer's Equity Incentive Plan. This total also corrects an overstatement of shares by 50,167.
- (5) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 130,050 shares on March 1, 2012.
- (6) Represents the closing and selling price of the Issuer's common stock on March 1, 2012.
 - The shares were issued pursuant to the Issuer's Equity Incentive Plan and are fully vested. An additional 11,700 shares vest on March 1,
- (7) 2013, and 5,850 shares vest on March 1, 2014. Vesting was previously reported using pre-split numbers in effect prior to the 3:2 stock split effective May 20, 2011.
- (8) The shares are owned by Mr. Molina and his spouse as community property.
- (9) The total corrects an overstatement by 2 shares. Also includes 83,640 shares previously transferred in non-reportable transactions from MRM GRATs 508/3, 1108/2, 1108/3, 609/2 and 1209/2.
- (10) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (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. 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.

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