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MOLINA H Form 4 February 11	IEALTHCARE II	NC									
FORN Check th if no lon	A 4 UNITED		Washington	, D.C. 20	549		COMMISSION		APPROVAL 3235-0287 January 31, 2005		
subject t Section Form 4 e Form 5 obligatio may con <i>See</i> Instr 1(b).	o STATEN 16. or Filed put ons Section 17(rsuant to Secti (a) of the Publ	DF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section) of the Investment Company Act of 1940								
(Print or Type	Responses)										
	Address of Reporting MARIO MD	Syn MC	DLINA HEAL			0	5. Relationship o Issuer (Chea	f Reporting P ck all applical			
(Last)	(First) (-	OH] Pate of Earliest Tr	ransaction			_X_ Director 10% Owner				
300 UNIVI 100	ERSITY AVE., S		onth/Day/Year) 07/2014				X Officer (giv below) President & CE	below)			
SACRAM	(Street) ENTO, CA 95825	File	Amendment, Da d(Month/Day/Year	-	ıl		6. Individual or J Applicable Line) _X_ Form filed by Form filed by I Person	One Reporting	Person		
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	f, or Benefic	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securit r(A) or Dis (Instr. 3, 4)	sposed	l of (D)	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	02/07/2014		F <u>(1)</u>	20,805	D	\$ 36.13 (2)	557,341 <u>(3)</u> (4)	D (5)			
Common Stock							145,994 <u>(6)</u>	D			
Common Stock							22,750	I	Manager of limited liability company (7)		
							317,293	Ι			

Common Stock			Trustee of trust (8)
Common Stock	86,764	Ι	Trustee of trust (9)
Common Stock	25,082	Ι	Trust (10)
Common Stock	240,000	I	General partner of family partnership (11)
Common Stock	184,131	Ι	Trust (12)
Common Stock	1,362	Ι	Trust (13)
Common Stock	1,362	Ι	Trust (14)
Common Stock	1,361	Ι	Trust (15)
Common Stock	1,361	Ι	Trust (16)
Common Stock	83,087	Ι	Trust (17)
Common Stock	83,087	I	Trust (18)

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 displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	of	i	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Deriva Securit (Instr. :
			Code V	(A) (D)		Title	

					Date Exercisable	Expiration Date		Amount or Number of Shares	
Stock Option \$ 20 (Right to Buy)).88				(19)	03/01/2017	Common Stock	54,000	
Reporting	g Owners								
Reporting Owner Name / Address		Relationships							
FB -			10% Owner	Officer	C	Other			
SACRAMENT	TY AVE., SUITE 100 O, CA 95825	Х		President	& CEO S	ettlor-Molina	Siblings Tr	ust	
Signature	es								

/s/ Joseph M. Molina, M.D., by Karen Calhoun, Attorney-in-Fact

**Signature of Reporting Person

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).

The shares were applied to the payment of withholding taxes arising in connection with the vesting of 46,714 shares on February 7, 2014, which vested upon the Company achieving three-year Total Stockholder Return (as compared to the Company's ISS peer group),

02/11/2014

Date

- (1) 2014, when vested upon the company achieving inter-year rotar stockholder Return (as compared to the company's iss per group), for the three-year period ending December 31, 2013, equal to or greater than the 50th percentile in that peer group. The achievement of such Stockholder Return was certified on February 7, 2014.
- (2) Represents the closing price (and selling price) of the Issuer's common stock on February 7, 2014.
- (3) All of these shares are fully vested. Includes shares vested on February 7, 2014.
- (4) The total includes 17,764 shares previously under-reported in error.
- (5) Previously reported in error as title held as community property.

46,715 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; 46,714 shares shall vest upon the Company achieving three-year EBITDA margin for the three-year period ending

- (6) December 31, 2013, equal to or greater than 2.5%; 15,571 shares vest on March 1, 2014; 15,572 shares vest on March 1, 2015; and 15,572 shares vest on March 1, 2016. Additionally, 5,850 shares vest on March 1, 2014.
- (7) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- (8) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- (9) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (10) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.

The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in

- (11) equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.
- (12) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.

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- (13) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated $\frac{12}{3}$
- (14) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.
- (15) The shares are woned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.
- (16) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.
- (17) The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.
- (18) The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
- (19) 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.