MOLINA HEALTHCARE INC

Form 4

February 11, 2014

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Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

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

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

MOLINA HEALTHCARE INC

[MOH]

(Check all applicable)

below)

CFO / Trustee/Settlor Siblings Trust

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

(Street)

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

X Director below)

Issuer

_X__ 10% Owner _X__ Officer (give title __X__ Other (specify

300 UNIVERSITY AVE., SUITE

100

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/07/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

SACRAMENTO, CA 95825

(City)	(State)	Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		d of (D)	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)			
			Code V	Amount		Price \$	(Instr. 3 and 4)		
Common Stock	02/07/2014		F(1)	8,776	D	36.13 (2)	677,429 (3) (4)	D (5)	
Common Stock							75,922 <u>(6)</u>	D	
Common Stock							1,614,840	I	Trustee of Family Trust (7)
Common Stock							298,396	I	Trustee of Family

Trust (8)

(9-02)

Common Stock

11,154

D (9)

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Pate	7. Title and A Underlying S (Instr. 3 and	Securities	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>(10)</u>	03/01/2017	Common Stock	54,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner, runness	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

02/11/2014

**Signature of Reporting Person

Date

02/11/2014

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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).
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 23,357 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), for the three-year period ending December 31, 2013, equal to or greater than the 50th percentile in that peer group. The achievement of
- **(1)** such Stockholder Return was certified on February 7, 2014.
- Represents the closing price of the Issuer's common stock on February 7, 2014. **(2)**
- **(3)** The total includes 17,550 shares previously under-reported in error.
- All of these shares are fully vested. Includes shares vested on February 7, 2014. **(4)**
- Previously reported in error as title held as community property. **(5)**
 - 23,357 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; 23,357 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%; 7,786 shares vest on March 1, 2014; 7,786 shares vest on March 1, 2015; and 7,786 shares vest on March 1, 2016. Additionally, 5,850 shares vest on March 1, 2014.
- The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. **(7)** Molina are the beneficiaries.
- The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary. **(8)**
- **(9)** The shares are owned by Mr. Molina and his spouse as community property.
- (10) 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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