

MOLINA HEALTHCARE INC  
 Form 4  
 April 07, 2015

**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 \*  
**MOLINA J MARIO MD**

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 AVE., SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/04/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO / Settlor-Molina Siblings Trust

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/04/2015		G	V 5,000 D \$ 0 <sup>(1)</sup>	676,920	I	Trust <sup>(2)</sup>
Common Stock	04/06/2015		S	34,000 D \$ 67.2018 <sup>(3)</sup>	671,920	I	Trust <sup>(2)</sup>
Common Stock					337,307 <sup>(4)</sup> <u>(5) (6)</u>	D	
Common Stock					18,920	I	Trust <sup>(7)</sup>
					18,920	I	Trust <sup>(8)</sup>

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Common Stock							
Common Stock				18,920	I	Trust <sup>(9)</sup>	
Common Stock				19,280	I	Trust <sup>(10)</sup>	
Common Stock				1,362	I	Trust <sup>(11)</sup>	
Common Stock				1,362	I	Trust <sup>(12)</sup>	
Common Stock				1,361	I	Trust <sup>(13)</sup>	
Common Stock				1,361	I	Trust <sup>(14)</sup>	
Common Stock				184,026 <sup>(15)</sup>	I	Trust <sup>(16)</sup>	
Common Stock				22,750	I	Manager of limited liability company <sup>(17)</sup>	
Common Stock				65,282 <sup>(18)</sup>	I	Trust <sup>(19)</sup>	
Common Stock				25,082	I	Trust <sup>(20)</sup>	
Common Stock				159,996	I	Trust <sup>(21)</sup>	
Common Stock				83,087	I	Trust <sup>(22)</sup>	
Common Stock				83,087	I	Trust <sup>(23)</sup>	

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	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
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ending December 31, 2017 as determined by ISS calculations that is greater than the median TSR achieved by the Company's 2015 ISS peer group; and (viii) 36,649 shares shall vest in one-third increments over three years, on each of April 1, 2016, April 1, 2017, and April 1, 2018. See 2015 Definitive Proxy Statement.

- (7) The shares are owned by Dr. Molina, as trustee of the David M.F. Molina Trust No. 2 dated 5/14/2003.
- (8) The shares are owned by Dr. Molina, as trustee of the Mary Clare F. Molina Trust No. 2 dated 5/14/2003.
- (9) The shares are owned by Dr. Molina, as trustee of the Colleen A.F. Fox Trust No. 2 dated 5/14/2003.
- (10) The shares are owned by Dr. Molina, as trustee of the Carley A.F. Fox Trust No. 2 dated 5/14/2003.
- (11) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.
- (12) 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.
- (13) 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.
- (14) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carley F. Fox dated 12/3/2008.
- (15) Includes 28,050 vested shares pursuant to incentive awards granted Dr. Molina.
- (16) The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.
- (17) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- (18) Previously reported in error as 86,764 shares.
- (19) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (20) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
- (21) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- (22) The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
- (23) The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.
- (24) 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.

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