

Zubretsky Joseph M
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Zubretsky Joseph M

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
 Officer (give title below) Other (specify below)
 President & CEO

(Street)
 SACRAMENTO, CA 95815

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)		
				Code	V	Amount	(A) or (D) Price		
Common Stock	03/01/2019		A ⁽¹⁾		37,572	A	\$ 138.4 (2)	93,220	D
Common Stock	03/01/2019		F ⁽³⁾		8,838	D	\$ 138.4 (2)	84,382 ⁽⁴⁾	D

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. 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 or Value of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 67.33				(5)	10/08/2027	Common Stock	375,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zubretsky Joseph M 2180 HARVARD STREET SUITE 400 SACRAMENTO, CA 95815	X		President & CEO	

Signatures

Jeff D. Barlow, by power of attorney for Joseph M. Zubretsky
 Signature: _____ Date: 03/05/2019

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) 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 the vesting of 18,550 shares on March 1, 2019.
- (4) The 37,572 newly granted shares shall vest in one-third increments on each of March 1, 2020, March 1, 2021, and March 1, 2022; 18,549 shares vest on each of March 1, 2020, and March 1, 2021.
- (5) 125,000 options are vested; 125,000 options shall vest on each of October 9, 2019, and October 9, 2020.

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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