

MOLINA HEALTHCARE INC
 Form 4
 June 26, 2013

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 JOHN C

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)
 06/24/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 CFO / Trustee/Settlor 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	06/24/2013		S ⁽¹⁾			10,000	D	\$ 36.0442 ⁽²⁾	552,386	D	
Common Stock	06/25/2013		S ⁽¹⁾			10,000	D	\$ 36.0547 ⁽³⁾	542,386	D	
Common Stock	06/26/2013		S ⁽¹⁾			7,723	D	\$ 36.1291 ⁽⁴⁾	534,663	D	
Common									260,697 ⁽⁵⁾	D ⁽⁶⁾	

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Stock							
Common Stock				2,114,840	I		Trustee of Family Trust ⁽⁷⁾
Common Stock				198,396	I		Trustee of Family Trust ⁽⁸⁾
Common Stock				11,154	D ⁽⁶⁾		

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 (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 Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.88					⁽⁹⁾	03/01/2017	Common Stock	54,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		X		

LONG BEACH, CA 90813

Signatures

John C. Molina, by Karen I. Calhoun, Attorney-in-Fact

06/26/2013

__Signature of Reporting Person

Date

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

06/26/2013

__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) Sale pursuant to the Rule 10b5-1 Trading Plan of Mr. Molina.

(2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$35.92 to \$36.23. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.

(3) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$35.78 to \$36.47. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.

(4) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$35.92 to \$36.43. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.

35,035 shares vest in 1/3rd increments on each of June 30, 2013, September 30, 2013, and December 31, 2013. 93,429 shares vest in 1/4th increments as follows: (i) 1/4th shall vest in equal 1/3rd increments over three years on March 1, 2014, March 1, 2015, and March 1, 2016; (ii) 1/4th shall vest 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; (iii) 1/4th 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; and (iv) 1/4th shall vest upon the Company achieving three-year EBITDA margin for the three-year period ending December 31, 2013 equal to or greater than 2.5%. Additionally, 5,850 shares vest on March 1, 2014. The remainder of the shares are vested.

(6) The shares are owned by Mr. Molina and his spouse as community property.

(7) 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.

(8) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.

(9) 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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