MOLINA HEALTHCARE INC

Form 4 March 04, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287

Washington, D.C. 20549

Number: January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MOLINA JOHN C	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	MOLINA HEALTHCARE INC [MOH]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director _X_ 10% Owner _X_ Officer (give title _X_ Other (specification) below)			
300 UNIVERSITY AVE., SUITE 100	03/01/2014	CFO / Trustee/Settlor Siblings Trust			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person			
SACRAMENTO, CA 95825		_X_ 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. Securitin(A) or Dis (Instr. 3, 4)	sposed	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	03/01/2014		F <u>(1)</u>	12,188	D	\$ 37.68 (2) \$	688,598 <u>(3)</u>	D	

Common Stock	03/01/2014	F(4)	7,116	D	\$ 37.68 (2)	695,118 (3)	D
Common Stock	03/01/2014	A(5)	70,993	A	\$ 36.13 (2)	109,922 <u>(6)</u> <u>(7)</u>	D
Common						1,614,840	I

Trustee of

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Stock			Family Trust (8)
Common Stock	298,396	I	Trustee of Family Trust (9)
Common Stock	11,154	D (10)	
Perminder: Penart on a senarate line for each class of securities beneficially or	yned directly or indirectly		

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

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SEC 1474

(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)	4. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					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>(11)</u>	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 LONG BEACH, CA 90813		X				

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Signatures

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

03/04/2014

**Signature of Reporting Person

Date

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

03/04/2014

**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 March 1, 2014, which vested upon the Company achieving three-year EBITDA margin for the three-year period ending December 31, 2013, equal to or greater than 2.5%. The achievement of the EBITDA margin was certified on March 1, 2014.
- (2) Represents the closing price of the Issuer's common stock on March 1, 2014.
- (3) All of these shares are fully vested. Includes shares that vested on March 1, 2014.
- (4) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 13,636 shares on March 1, 2014.
- (5) Grant of restricted stock subject to vesting under the 2011 Equity Incentive Plan.
- 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; 7,786 shares vest on March 1, 2015; and 7,786 shares vest on March 1, 2016.
 - 21,299 of such shares vest in one-third increments on each of March 1, 2015, March 1, 2016 and March 1, 2017. 7,099 of such shares vest upon the Company achieving three-year Total Stockholder Return (TSR) as determined by ISS calculations that is greater than the median TSR achieved by the Company's ISS peer group for the three-year period ending December 31, 2016. 7,099 of such shares vest
- on March 1, 2015 contingent upon the Company achieving a one-year TSR as determined by ISS calculations for fiscal year 2014 that is greater than the average TSR achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014. 17,748 of such shares vest upon the Company achieving a three-year EBITDA margin percentage for the three-year period ending December 31, 2016 equal to or greater than 4.0%. 17,748 of such shares vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016.
- (8) 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.
- (9) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (10) The shares are owned by Mr. Molina and his spouse as community property.
- (11) 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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