MOLINA HEALTHCARE INC

Form 4

March 08, 2017

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person *

MOLINA J MARIO MD

(First) (Middle)

300 UNIVERSITY AVE., SUITE 100

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MOLINA HEALTHCARE INC [MOH]

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

03/07/2017

Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X Director

X_ Officer (give title

Issuer

below)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President & CEO

10% Owner

Other (specify

SACRAMENTO, CA 95825

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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	03/07/2017		Code V F(1)	Amount 6,828	(D)	Price \$ 48.52 <u>(2)</u>	379,542	I	Trust (3)
Common Stock	03/07/2017		F(4)	3,414	D	\$ 48.52 (2)	376,128	I	Trust (3)
Common Stock	03/07/2017		F(5)	6,828	D	\$ 48.52 (2)	369,300 <u>(6)</u> <u>(7)</u> <u>(8)</u>	I	Trust (3)
Common							469,184	I	Trust (9)

Edgar Filing: MOLINA HEALTHCARE INC - Form 4

Common Stock	122,956	I
Common Stock	18,920	I
Common Stock	18,920	I

Stock

Common

Common

Stock

Stock

Common Stock 1,362 I Trust (16)

Common Stock 1,361 I Trust (17)

Common Stock 1,361 I Trust (18)
Common Trust (18)

Stock 65,282 I Trust (19)

Common 25,082 I Trust (20)

Stock 25,082 I Trust (20)

Common Stock 137,972 I Trust (21)

Common 83,087 I Trust (22)

Common 83,087 I Trust (23)

Common

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

I

200,000

18,920

I

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5		6. Date Exercisable and	7. Title and	8. Price of	9. N
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionN	Jumber	Expiration Date	Amount of	Derivative	Deri

Trust (24)

Trust (10)

Trust (11)

Trust (12)

Trust (13)

Edgar Filing: MOLINA HEALTHCARE INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amoun or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
MOLINA J MARIO MD						
300 UNIVERSITY AVE., SUITE 100	X		President & CEO			
SACRAMENTO CA 95825						

Signatures

/s/ Joseph M. Molina, M.D., by Karen Calhoun, Attorney-in-Fact

03/08/2017

Date

Secur Bene Own Follo Repo Trans (Insti

**Signature of Reporting Person

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) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 13,084 shares on March 7, 2017 based upon the Company's 2016 STARS rating achievement.
- (2) Represents the closing price of the Issuer's common stock on March 7, 2017.
- (3) The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 6,542 shares on March 7, 2017, upon the Company's achievement of a certain business development target (Board approved acquisition).
- (5) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 13,084 shares on March 7, 2017.
 - 12,215 shares vest based on the Company's 2017 annual premium revenue achievement; 12,215 shares vest based on the Company's 2017 net profit margin achievement; 12,215 shares vest based on pre-tax income in fiscal year 2017; 12,215 shares vest upon the
- (6) Company's achieving a three-year TSR for the three-year period 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 24,432 shares shall vest in one-half increments over two years, on each of April 1, 2017, and April 1, 2018. See 2015 Definitive Proxy Statement.
- 13,084 shares shall vest based on the Company's 2017 after tax profit margin; 13,084 shares shall vest based on the Company's 2018
 (7) after tax profit margin; 13,084 shares shall vest based upon the Company's 2017 STARS ratings; 26,168 shares shall vest upon the Company's achievement of certain business development targets; 13,283 shares shall vest on each of March 7, 2018, and March 7, 2019.
- (8) 58,300 shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020.
- (9) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- (10) The shares are owned by Dr. Molina's spouse, Therese A. Molina, as trustee of the MM GRAT 915/3.

Reporting Owners 3

Edgar Filing: MOLINA HEALTHCARE INC - Form 4

- (11) The shares are owned by Dr. Molina, as trustee of the David M.F. Molina Trust No. 2 dated 5/14/2003.
- (12) The shares are owned by Dr. Molina, as trustee of the Mary Clare F. Molina Trust No. 2 dated 5/14/2003.
- (13) The shares are owned by Dr. Molina, as trustee of the Colleen A.F. Fox Trust No. 2 dated 5/14/2003.
- (14) The shares are owned by Dr. Molina, as trustee of the Carley A.F. Fox Trust No. 2 dated 5/14/2003.
- (15) 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.
- (16) 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.
- (17) 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.
- (18) 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.
- (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 shares are owned by JMM GRAT 716/3, of which Dr. Molina is the beneficiary.

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.