MOLINA HEALTHCARE INC

Form 4 March 03, 2015

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number: January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

Expires: Estimated average burden hours per

Form 5 obligations may continue.

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

SECURITIES

0.5 response...

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Barlow Jeff D.

(Last)

(City)

MOLINA HEALTHCARE INC

(Check all applicable)

[MOH]

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

300 UNIVERSITY

03/02/2015

(Month/Day/Year)

below) below) Chief Legal Officer

AVENUE, SUITE 100

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(2)

SACRAMENTO, CA 95825

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) \$ Common $F^{(1)}$ 03/02/2015 6,809 D 63.69 44,226 (3) (4) D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date Exercisable	Expiration e Date		or		
								Title	Number		
						Lacicisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Barlow Jeff D. 300 UNIVERSITY AVENUE

SUITE 100 Chief Legal Officer

SACRAMENTO, CA 95825

Signatures

Jeff D. Barlow 03/03/2015

**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 17,314 shares on March 1, 2015. The shares that vested on March 1, 2015 include the shares that were subject to vesting on March 1, 2015 contingent upon the Company

- (1) achieving a one-year Total Stockholder Return as determined by ISS calculations for fiscal year 2014 that is greater than the average Total Stockholder Return achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014. The Company's achievement of such Total Stockholder Return was certified by the compensation committee on February 24, 2015.
- (2) Represents the opening price (and selling price) of Issuer's common stock on March 2, 2015.

The shares vest as follows: (i) 5,450 shares shall vest upon the Company achieving total revenue in any of the 2013, 2014, and 2015 fiscal years equal to or greater than \$12 billion; (ii) 2,123 shares shall 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; continued

(iii) 5,308 shares shall vest upon the Company achieving a three-year EBITDA margin percentage for the three-year period ending
 (4) December 31, 2016 equal to or greater than 4.0%; (iv) 5,308 of shares shall vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016; (v) 7,690 shares vest on March 1, 2016; and (vi) 2,123 shares vest on March 1, 2017. The remainder of the shares are 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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