#### MOLINA HEALTHCARE INC

Form 4

March 04, 2014

# FORM 4

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

OMB 3235-0287 Number:

burden hours per

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

Form 4 or 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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MOLINA J MARIO MD Issuer Symbol MOLINA HEALTHCARE INC (Check all applicable) [MOH] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner \_X\_\_ Officer (give title \_\_X\_\_ Other (specify (Month/Day/Year) below) below) 300 UNIVERSITY AVE., SUITE 03/01/2014 President & CEO / Settlor-Molina Siblings 100 Trust (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SACRAMENTO, CA 95825 Person

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acq					uired, 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)	ransaction Disposed of (D) ode (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/01/2014		F <u>(1)</u>	24,376	D	\$ 37.68 (2)	579,679 (3)	D		
Common Stock	03/01/2014		F(4)	11,178	D	\$ 37.68 (2)	589,922 (3)	D		
Common Stock	03/01/2014		A(5)	191,083	A	\$ 37.68 (2)	268,942 <u>(6)</u> <u>(7)</u>	D		
							22,750	I		

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Common Stock			Manager of limited liability company (8)
Common Stock	317,293	I	Trustee of trust (9)
Common Stock	86,764	I	Trustee of trust (10)
Common Stock	25,082	I	Trust (11)
Common Stock	240,000	I	General partner of family partnership (12)
Common Stock	184,131	I	Trust <u>(13)</u>
Common Stock	1,362	I	Trust (14)
Common Stock	1,362	I	Trust <u>(15)</u>
Common Stock	1,361	I	Trust (16)
Common Stock	1,361	I	Trust (17)
Common Stock	83,087	I	Trust (18)
Common Stock	83,087	I	Trust (19)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		(Instr. :
	Derivative				Securities			
	Security				Acquired			
					(A) or			

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number of Shares

Stock

Option (Right to Buy) \$ 20.88

(20) 03/01/2017 Common Stock 54,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MOLINA J MARIO MD 300 UNIVERSITY AVE., SUITE 100

300 UNIVERSITY AVE., SUITE 100 X SACRAMENTO, CA 95825

President & CEO Settlor-Molina Siblings Trust

**Signatures** 

/s/ Joseph M. Molina, M.D., 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 46,714 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 such EBITDA margin was certified on March 1, 2014.
- (2) Represents the closing price (and selling 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 21,421 shares on March 1, 2014.
- (5) Grant of restricted stock subject to vesting under the 2011 Equity Incentive Plan.
- (6) 46,715 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; 15,572 shares vest on March 1, 2015; and 15,572 shares vest on March 1, 2016.
  - 57,325 of such shares vest in one-third increments on each of March 1, 2015, March 1, 2016 and March 1, 2017. 19,108 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. 19,108 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.
  47,771 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%. 47,771 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 Family, LLC, of which Dr. Molina is the sole manager.
- (9) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.

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- (10) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (11) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
  - The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in
- (12) equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.
- (13) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- (14) 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.
- (15) 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.
- (16) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox 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, as trustee of the Julius Avery Battiste Trust IV.
- (19) The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
- (20) 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.