

MOLINA HEALTHCARE INC  
 Form 4  
 March 04, 2014

**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)  
 03/01/2014

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock                    | 03/01/2014                           |  | F <sup>(1)</sup>               |   | 12,188  | \$ 37.68<br>(2)  | D   |
| Common Stock                    | 03/01/2014                           |  | F <sup>(4)</sup>               |   | 7,116   | \$ 37.68<br>(2)  | D   |
| Common Stock                    | 03/01/2014                           |  | A <sup>(5)</sup>               |   | 70,993  | \$ 36.13<br>(2)  | D   |
| Common                          |                                      |  |                                |   |   | 1,614,840  | I Trustee of  |

|              |  |         |                   |  |
|--------------|--|---------|-------------------|--|
| Stock        |  |         |                   | Family Trust <sup>(8)</sup>            |
| Common Stock |  | 298,396 | I                 | Trustee of Family Trust <sup>(9)</sup> |
| Common Stock |  | 11,154  | D <sup>(10)</sup> |  |

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

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**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 of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |
| 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<br>300 UNIVERSITY AVE., SUITE 100<br>SACRAMENTO, CA 95825 | X             | X         | CFO     | Trustee/Settlor Siblings Trust |
| MOLINA SIBLINGS TRUST<br>741 ATLANTIC AVENUE<br>LONG BEACH, CA 90813    |               | X         |         |                                |

## 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).
- (1) 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.
  - (6) 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.
  - (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 shares are owned by Mr. Molina and his spouse as community property.
  - (10) The options are fully vested.
  - (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.

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