

MOLINA HEALTHCARE INC
 Form 4
 March 08, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
WHITE JOSEPH W CPA

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 AVENUE,
 SUITE 100

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/07/2017

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Chief Accounting Officer

(Street)
 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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	03/07/2017		F(1)	1,623	D	\$ 48.52 (2)	89,445 D
Common Stock	03/07/2017		F(3)	812	D	\$ 48.52 (2)	88,633 D
Common Stock	03/07/2017		F(4)	1,757	D	\$ 48.52 (2)	86,876 (5) (6) D

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. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE JOSEPH W CPA 300 UNIVERSITY AVENUE, SUITE 100 SACRAMENTO, CA 95825			Chief Accounting Officer	

Signatures

Jeff D. Barlow, by power of attorney for Joseph W. White
03/08/2017

__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 4,317 shares on March 7, 2017, upon the Company's 2016 STARS ratings achievement.
- (2) Represents the closing price of the Issuer's common stock on March 7, 2017.
- (3) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 2,159 shares on March 7, 2017, upon the Company's achievement of a certain business development target (Board approved acquisition).
- (4) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 4,318 shares on March 7, 2017.
- (5) The shares vest as follows: (i) 13,847 shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020; (ii) 4,317 shares shall vest based on the Company's 2017 after tax profit margin; (iii) 4,317 shares shall vest based on the Company's 2018 after tax profit margin; (iv) 4,317 shares shall vest based upon the Company's 2017 STARS ratings; (v) 6,476 shares

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shall vest upon the Company's achievement of certain business development targets; (vi) 8,636 shares shall vest one half on each of March 7, 2018 and March 7, 2019; continued

- (vii) 2,262 shares shall vest based on the Company's 2017 annual premium revenue achievement; (viii) 2,262 shares shall vest based on the Company's 2017 net profit margin achievement; (ix) 2,262 shares shall vest based on pre-tax income in fiscal year 2017; (x) 2,262 shares shall vest upon the Company's achieving a three-year Total Stockholder Return (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 (xi) 4,525 shares shall vest one half on each of April 1, 2017 and April 1, 2018; 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.