MOLINA HEALTHCARE INC
Form 4
January 18, 2017

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOLINA JOHN C

(Last) (First) (Middle)

300 UNIVERSITY AVE., SUITE 100

(Street)

SACRAMENTO, CA 95825

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MOLINA HEALTHCARE INC [MOH]

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 | (A) or (D) | Price | | | |
| Common Stock | 01/16/2017 | | F(1) | | 2,753 | D | $ 58.47 (2) | 563,371 (3) | D | |
| Common Stock | | | | | | | | 620,444 | I | Trustee of Family Trust (4) |
| Common Stock | | | | | | | | 144,901 (5) (6) (7) | D | |
| Common Stock | | | | | | | | 11,154 | D (8) | |

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 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 Derivat Securit (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | $ 20.88 | | | | | | | (9) | 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 | | CFO | |

# Signatures

| | |
|---|---|
| John C. Molina, by Karen I. Calhoun, Attorney-in-Fact | 01/18/2017 |
| **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 withheld for the payment of taxes with respect to vesting of 7,099 shares on January 16, 2017, upon the Company achieving a 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.

**(2)** Represents the closing price of the Issuer's common stock on January 16, 2017.

**(3)** All of these shares are fully vested.

**(4)** The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.

**(5)** 7,099 of such shares vest on March 1, 2017. 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.

**(6)** 40,341 shares vest as follows: (i) 4,034 shares vest based on the Company's fiscal year 2016 annual premium revenue achievement; (ii) 4,034 shares vest based on the Company's fiscal year 2016 net profit margin achievement; (iii) 4,034 shares vest based on the Company's pre-tax income in fiscal year 2016; (iv) 4,034 shares vest based on the Company's 2017 annual premium revenue achievement; (v) 4,034 shares vest based on the Company's 2017 net profit margin achievement; (vi) 4,034 shares vest based on pre-tax income in fiscal year 2017; (vii) 4,034 shares vest upon the 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 (viii) 8,068 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.

**(7)** 6,600 shares shall vest based on the Company's 2016 after tax profit margin; 6,600 shares shall vest based on the Company's 2017 after tax profit margin; 6,600 shares shall vest based on the Company's 2018 after tax profit margin; 6,600 shares shall vest based upon the Company's 2016 STARS ratings; 6,600 shares shall vest based upon the Company's 2017 STARS ratings; 13,200 shares shall vest upon the Company's achievement of certain business development targets; 19,800 shares shall vest in one-third increments, on each of March 7, 2017, March 7, 2018, and March 7, 2019.

**(8)** The shares are owned by Mr. Molina and his spouse as community property.

**(9)** 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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