### Edgar Filing: MOLINA HEALTHCARE INC - Form 4

MOLINA HI Form 4	EALTHCARE I	NC									
December 07	7. 2015										
FORM	ГЛ								OMB AF	PROVAL	
	UNITED	STATES		ITIES A hington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 of Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pu Section 17	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							Expires:     January 31 200       Estimated average burden hours per response     0.		
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Barlow Jeff D.			2. Issuer Name <b>and</b> Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 300 UNIVE AVENUE, S	RSITY	(Middle)	3. Date of (Month/D 12/03/20	•	ansaction			Director X Officer (give below) Chief		Owner r (specify	
Filed				ndment, Da th/Day/Year)	-	l		<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
SACRAME	NTO, CA 95825	5						Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Execution any		3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/03/2015			F <u>(1)</u>	2,844	D	\$ 59.14	$\begin{array}{c} 46,099 \underline{(3)} \underline{(4)} \\ \underline{(5)} \underline{(6)} \end{array}$	D		

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Barlow Jeff D. 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825			Chief Legal Officer					
Signatures								
Jeff D. Barlow 12	2/07/2015							
**Signature of	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 in connection with the vesting of 5,450 shares on December 3, 2015 upon the Company achieving total revenue (as defined in the Reporting Person's Restricted Stock Award Agreement) in fiscal year 2015 in

- (1) the Company achieving total revenue (as defined in the Reporting Person's Restricted stock Award Agreement) in fiscal year 2015 in excess of \$12 billion (the "Vesting Condition"). The achievement of the Vesting Condition was certified by the Compensation Committee on December 2, 2015, with vesting of the shares effective as of December 3, 2015.
- (2) Represents the closing price (and selling price) of Issuer's common stock on December 3, 2015.

(3) The shares vest as follows: (i) 1,885 shares shall vest based on the Company's fiscal year 2016 annual premium revenue achievement; (ii) 1,885 shares shall vest based on the Company's fiscal year 2016 net profit margin achievement; (iii) 1,885 shares shall vest based on the Company's pre-tax income in fiscal year 2016; (iv) 1,885 shares shall vest based on the Company's 2017 annual premium revenue achievement; (v) 1,885 shares shall vest based on the Company's 2017 net profit margin achievement; continued

(vi) 1,885 shares shall vest based on pre-tax income in fiscal year 2017; (vii) 1,885 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 (viii) 5,656 shares shall vest in one-third increments over three years, on each of April 1, 2016, April 1, 2017, and April 1, 2018. See 2015 Definitive Proxy Statement, continued

- (5) (ix) 2,123 shares shall vest upon the Company achieving three-year 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
- (6) (x) 5,308 shares shall 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%; (xi) 5,308 of shares shall vest upon the Company achieving a cumulative earnings per

Reporting Person

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share of at least \$8.50 for the three year period ending December 31, 2016; (xii) 7,690 shares vest on March 1, 2016; and (xiii) 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.