

MOLINA HEALTHCARE INC

Form 4

August 02, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENTINO WILLIAM

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)
3300 DOUGLAS BLVD., SUITE
430

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2013

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Trustee of trust owners

(Street)
ROSEVILLE, CA 95661

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	(A) or (D) Price			
Common Stock	07/31/2013		S		26,732	D \$ 37.7965 (1)	263,212 (2)	I	Trustee (3)
Common Stock	08/01/2013		S		56,493	D \$ 37.0703 (4)	206,719	I	Trustee (3)
Common Stock	08/01/2013		S		27,438	D \$ 37.3 (5)	320,794 (6)	I	Trustee (7)
Common Stock	08/02/2013		S		61,887	D \$ 37.15 (8)	232,675 (9)	I	Trustee (10)

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Common Stock	08/02/2013	S	10,000	D	\$ <u>37.1808</u> (11)	325,655 <u>(12)</u>	I	Trustee (13)
Common Stock						3,937,227 (14)	D <u>(15)</u>	
Common Stock						4,090,360	D <u>(16)</u>	
Common Stock						300	D <u>(17)</u>	
Common Stock						1,500	D <u>(18)</u>	
Common Stock						154,291 <u>(19)</u>	I	Trustee (20)
Common Stock						249,418 <u>(21)</u>	I	Trustee (22)
Common Stock						458,632 <u>(23)</u>	I	Trustee (24)
Common Stock						584,054 <u>(25)</u>	I	Trustee (26)
Common Stock						500,000	I	Trustee (27)
Common Stock						211,099	I	Executor (28)

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENTINO WILLIAM 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661				Trustee of trust owners
PEDERSEN CURTIS 6218 EAST 6TH STREET LONG BEACH, CA 90803				Trustee of trust owners
MARY R MOLINA LIVING TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661		X		
MOLINA MARITAL TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661		X		

Signatures

William Dentino, by Karen Calhoun, Attorney-In-Fact	08/02/2013
__Signature of Reporting Person	Date
Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact	08/02/2013
__Signature of Reporting Person	Date
William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact	08/02/2013
__Signature of Reporting Person	Date
William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact	08/02/2013
__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) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$37.50 to \$37.93. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (2) Excludes 122,118 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (3) The shares are owned by the MRM GRAT 609/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (4) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$36.80 to \$37.42. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (5) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$37.25 to \$37.46. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (6) Excludes 39,944 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.

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- (7) The shares are owned by the MRM GRAT 609/7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (8) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$37.00 to \$37.33. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (9) Excludes 91,206 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (10) The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (11) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$37.16 to \$37.22. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (12) Excludes 67,094 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (13) The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
Includes an aggregate of 777,889 shares previously transferred from MRM GRAT 609/4, MRM GRAT 609/7, MRM GRAT 610/2, MRM 610/4, MRM GRAT 610/5, MRM GRAT 1210/4 and MRM GRAT 811/3 in non-reportable transactions. Excludes 500,000 shares previously transferred to the Estate of Mary R. Molina in a non-reportable transaction.
- (14) MRM 610/4, MRM GRAT 610/5, MRM GRAT 1210/4 and MRM GRAT 811/3 in non-reportable transactions. Excludes 500,000 shares previously transferred to the Estate of Mary R. Molina in a non-reportable transaction.
- (15) The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (16) The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (17) The shares are owned by Mr. Pedersen.
- (18) The shares are owned by Mr. Dentino.
- (19) Excludes 78,618 shares previously transferred to the Estate of Mary R. Molina in a non-reportable transaction.
- (20) The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (21) Excludes 54,321 shares previously transferred to the Estate of Mary R. Molina in a non-reportable transaction.
- (22) The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (23) Excludes 78,160 shares previously transferred to the Estate of Mary R. Molina in a non-reportable transaction.
- (24) The shares are owned by MRM GRAT 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (25) Excludes 165,946 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (26) The shares are owned by MRM GRAT 811/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (27) The shares are owned by the MRM GRAT 812/3 of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (28) The shares are owned by the Estate of Mary R. Molina, of which Mr. Dentino is executor.

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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