

MOLINA HEALTHCARE INC

Form 4

October 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOLINA J MARIO MD

(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)
09/30/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title ☒ Other (specify
below) below)
President & CEO / Settlor-Molina Siblings
Trust

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	09/30/2013		F ⁽¹⁾		10,157	D 35.6 ⁽²⁾	340,401 ⁽³⁾	D ⁽⁴⁾	
Common Stock							376,132	D	
Common Stock							22,750	I	Manager of limited liability company ⁽⁵⁾
							187,148	I	

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Common Stock				Trustee of trust ⁽⁶⁾
Common Stock	86,764	I		Trustee of trust ⁽⁷⁾
Common Stock	35,146	I		Trust ⁽⁸⁾
Common Stock	240,000	I		General partner of family partnership ⁽⁹⁾
Common Stock	214,212	I		Trust ⁽¹⁰⁾
Common Stock	1,362	I		Trust ⁽¹¹⁾
Common Stock	1,362	I		Trust ⁽¹²⁾
Common Stock	1,361	I		Trust ⁽¹³⁾
Common Stock	1,361	I		Trust ⁽¹⁴⁾
Common Stock	83,087	I		Trust ⁽¹⁵⁾
Common Stock	83,087	I		Trust ⁽¹⁶⁾

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

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(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. 3)
				Code	V (A) (D)		Title	

		Date Exercisable	Expiration Date	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.88	(17)	03/01/2017	Common Stock 54,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINA J MARIO MD 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X		President & CEO	Settlor-Molina Siblings Trust

Signatures

/s/ Joseph M. Molina, M.D., by Karen Calhoun,
Attorney-in-Fact 10/02/2013

__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) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 19,464 shares on September 30, 2013.
- (2) Represents the closing price (and selling price) of the Issuer's common stock on September 30, 2013.
- 19,464 shares vest on December 31, 2013. 186,858 shares vest in 1/4th increments as follows: (i) 1/4th shall vest in equal 1/3rd increments over three years on March 1, 2014, March 1, 2015, and March 1, 2016; (ii) 1/4th shall vest upon the Company achieving three-year Total Stockholder Return (as compared to the Company's ISS peer group), for the three-year period ending December 31, 2013 equal to or greater than the 50th percentile in that peer group; (iii) 1/4th 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; and (iv) 1/4th shall vest upon the Company achieving three-year EBITDA margin for the three-year period ending December 31, 2013 equal to or greater than 2.5%. Additionally, 5,850 shares vest on March 1, 2014. The remainder of the shares are vested.
- (4) The shares are owned by Dr. Molina and his spouse as community property.
- (5) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- (6) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- (7) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (8) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
- The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.
- (9)
- (10) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- (11)

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The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.

- (12) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.
- (13) The shares are woned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.
- (14) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.
- (15) The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.
- (16) The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
- (17) 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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