

MOLINA HEALTHCARE INC

Form 4

January 18, 2017

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 *
Barlow Jeff D.

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

(Street)

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

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

SACRAMENTO, CA 95825

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	01/16/2017		F(1)		906	D	\$ 58.47 (2)
					73,217	(3) (4)	(5)

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
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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)**

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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 Repor 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
Barlow Jeff D. 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825	Chief Legal Officer

Signatures

Jeff D. Barlow 01/18/2017
 **Signature of Date
 Reporting Person

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 withheld for payment of taxes with respect to vesting of 2,123 shares on January 16, 2017, upon the Company achieving
 (1) 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 13, 2017.

The shares vest as follows: (i) 3,132 shares shall vest based on the Company's 2016 after tax profit margin; (ii) 3,132 shares shall vest based on the Company's 2017 after tax profit margin; (iii) 3,132 shares shall vest based on the Company's 2018 after tax profit margin;
 (3) (iv) 3,132 shares shall vest based upon the Company's 2016 STARS ratings; (v) 3,132 shares shall vest based upon the Company's 2017 STARS ratings; (vi) 6,264 shares shall vest upon the Company's achievement of certain business development targets; and (vii) 9,395 shares shall vest in one-third increments, on each of March 7, 2017, March 7, 2018, and March 7, 2019; continued

(viii) 1,885 shares shall vest based on the Company's fiscal year 2016 annual premium revenue achievement; (ix) 1,885 shares shall vest based on the Company's fiscal year 2016 net profit margin achievement; (x) 1,885 shares shall vest based on the Company's pre-tax income in fiscal year 2016; (xi) 1,885 shares shall vest based on the Company's 2017 annual premium revenue achievement; (xii) 1,885 shares shall vest based on the Company's 2017 net profit margin achievement; (xiii) 1,885 shares shall vest based on pre-tax income in fiscal year 2017; (xiv) 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; continued

(5) (xv) 3,770 shares shall vest one half on each of April 1, 2017, and April 1, 2018. (xvi) 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%;

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(xvii) 5,308 of shares shall vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016; and (xviii) 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.

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