

MOLINA HEALTHCARE INC
 Form 4
 March 03, 2015

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITE JOSEPH W CPA

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)
 03/02/2015

____ Director
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

SACRAMENTO, CA 95825

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	03/02/2015		F(1)	8,604 D	\$ 68,767 (3) (4) (5)	D	

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)

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
WHITE JOSEPH W CPA 300 UNIVERSITY AVENUE, SUITE 100 SACRAMENTO, CA 95825			Chief Accounting Officer		

Signatures

Jeff D. Barlow, by power of attorney for Joseph W. White. 03/03/2015

__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).
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 20,769 shares on March 1, 2015. The shares that vested on March 1, 2015 include the shares that were subject to vesting on March 1, 2015 contingent upon the Company
- (1) achieving a one-year Total Stockholder Return as determined by ISS calculations for fiscal year 2014 that is greater than the average Total Stockholder Return achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014. The Company's achievement of such Total Stockholder Return was certified by the compensation committee on February 24, 2015.
 - (2) Represents the opening price (and selling price) of Issuer's common stock on March 2, 2015.
- The shares vest as follows: (i) 7,007 shares 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; (ii) 2,654 shares shall vest upon the Company achieving 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; continued
- (3) (iii) 6,635 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%; continued
 - (4) (iv) 6,635 shares shall vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending
 - (5) December 31, 2016; (v) 8,740 shares vest on March 1, 2016; and (vi) 2,654 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.