

MOLINA HEALTHCARE INC
 Form 4
 May 11, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
BAYER TERRY

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)
 05/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating 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	05/09/2017		S ⁽¹⁾			7,952	D	\$ 67.7882 (2)	122,461.5	D	
Common Stock	05/10/2017		S ⁽¹⁾			17,096	D	\$ 66.9744 (3)	105,365.5	D	
Common Stock	05/11/2017		S ⁽¹⁾			9,673	D	\$ 66.7126 (4)	95,692.5 (5)	D	

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

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

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAYER TERRY
300 UNIVERSITY AVENUE, SUITE 100
SACRAMENTO, CA 95825

Chief Operating Officer

Signatures

Jeff D. Barlow, by power of attorney for Terry Bayer

05/11/2017

__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 sale was made pursuant to Reporting Person's Rule 10b5-1 Trading Plan that was established on March 15, 2017.
- (2) Represents the weighted average selling price with a selling price range between \$67.29 and \$68.30.
- (3) Represents the weighted average selling price with a selling price range between \$66.74 and \$67.30.
- (4) Represents the weighted average selling price with a selling price range between \$66.12 and \$68.15.

The shares vest as follows: (i) 16,033 shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020; (ii) 5,154 shares shall vest based on the Company's 2017 after tax profit margin; (iii) 5,154 shares shall vest based on the Company's 2018 after tax profit margin; (iv) 5,154 shares shall vest based upon the Company's 2017 STARS ratings; (v) 7,731 shares shall vest upon the Company's achievement of certain business development targets; (vi) 10,309 shares shall vest in two increments on each of March 7, 2018 and March 7, 2019; continued

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- (vii) 2,865 shares shall vest based on the Company's 2017 annual premium revenue achievement; (viii) 2,865 shares shall vest based on the Company's 2017 net profit margin achievement; (ix) 2,865 shares shall vest based on pre-tax income in fiscal year 2017; (x) 2,865 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 (xi) 2,866 shares shall vest on April 1, 2018; 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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