

MOLINA SIBLINGS TRUST
Form 4
July 17, 2012

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 *
MOLINA JOHN C

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 AVE., SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CFO / Trustee/Settlor Siblings Trust

SACRAMENTO, CA 95825

(City) (State) (Zip)

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

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	07/13/2012		A ⁽¹⁾	8,000 A 26.63 (2)	104,691 (3)	D (4)	
Common Stock	07/13/2012		F ⁽⁵⁾	3,735 D 26.63 (2)	100,956 (3)	D (4)	
Common Stock					2,129,840	I	Trustee of Family Trust (6)
Common					677,386	D	

Stock				
Common Stock		175,891	I	Trustee of Family Trust <u>(7)</u>
Common Stock		11,154	D <u>(4)</u>	

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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.88					<u>(8)</u> 03/01/2017	Common Stock	54,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINA JOHN C 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X	X	CFO	Trustee/Settlor Siblings Trust
MOLINA SIBLINGS TRUST 741 ATLANTIC AVENUE LONG BEACH, CA 90813		X		

Signatures

John C. Molina, by Karen I. Calhoun, Attorney-in-Fact

07/17/2012

__Signature of Reporting Person

Date

John C. Molina, Trustee of the Molina Siblings Trust, by Karen Calhoun,
Attorney-In-Fact

07/17/2012

__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).
Represents shares issued in settlement of performance units granted under the Company's 2011 Equity Incentive Plan pursuant to Rule (1) 16b-3. The units were conditioned upon certification during 2012 of the Company's Medicaid management information system in Idaho by the Centers for Medicare and Medicaid Services (CMS). The CMS certification was satisfied on July 13, 2012.
- (2) Represents the closing price (and selling price) of the Issuer's common stock on July 13, 2012.
- (3) The shares were issued pursuant to the Issuer's Equity Incentive Plan and are fully vested. An additional 11,700 shares vest on March 1, 2013, and 5,850 shares vest on March 1, 2014.
- (4) The shares are owned by Mr. Molina and his spouse as community property.
- (5) In connection with the vesting of 8,000 shares on 7/13/2012, Mr. Molina surrendered 3,735 shares in payment of the taxes associated with the vested shares.
- (6) The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
- (7) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (8) 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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