

MOLINA HEALTHCARE INC
 Form 4
 February 11, 2014

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)
 02/07/2014

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	02/07/2014		F(1)	8,776 D 36.13 (2)	677,429 (3) (4)	D (5)	
Common Stock					75,922 (6)	D	
Common Stock					1,614,840	I	Trustee of Family Trust (7)
Common Stock					298,396	I	Trustee of Family

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

__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 23,357 shares on February 7, 2014, which vested 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. The achievement of such Stockholder Return was certified on February 7, 2014.
 - (2) Represents the closing price of the Issuer's common stock on February 7, 2014.
 - (3) The total includes 17,550 shares previously under-reported in error.
 - (4) All of these shares are fully vested. Includes shares vested on February 7, 2014.
 - (5) Previously reported in error as title held as community property.
 - (6) 23,357 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; 23,357 shares 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%; 7,786 shares vest on March 1, 2014; 7,786 shares vest on March 1, 2015; and 7,786 shares vest on March 1, 2016. Additionally, 5,850 shares vest on March 1, 2014.
 - (7) 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.
 - (8) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
 - (9) The shares are owned by Mr. Molina and his spouse as community property.
 - (10) 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. 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.