

MOLINA HEALTHCARE INC  
Form 4  
October 25, 2016

**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)  
**10/24/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Operating Officer**

**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)
Common Stock	10/24/2016		S <sup>(1)</sup>	V Amount 7,825 D	\$ 60 160,758.5 <sup>(3)</sup> <u>(2)</u> <u>(4) (5)</u>	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 Transaction (Instr. 5)
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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. 10/25/2016

\_\_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 exercise and same-day sale were made pursuant to the Reporting Person's 10b5-1 Trading Plan that was established on May 27, 2016.
  - (2) Represents the actual selling price for all 7,825 shares.  
The shares vest as follows: (i) 5,154 shares shall vest based on the Company's 2016 after tax profit margin; (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 2016 STARS ratings; (v) 5,154 shares shall vest based upon the Company's 2017 STARS ratings; (vi) 10,308 shares shall vest upon the Company's achievement of certain business development targets; and (vii) 15,464 shares shall vest in one-third increments, on each of March 7, 2017, March 7, 2018, and March 7, 2019; (viii) 2,865 shares shall vest based on the Company's fiscal year 2016 annual premium revenue achievement; continued  
(ix) 2,865 shares shall vest based on the Company's fiscal year 2016 net profit margin achievement; (x) 2,865 shares shall vest based on the Company's pre-tax income in fiscal year 2016; (xi) 2,865 shares shall vest based on the Company's 2017 annual premium revenue achievement; (xii) 2,865 shares shall vest based on the Company's 2017 net profit margin achievement; (xiii) 2,865 shares shall vest based on pre-tax income in fiscal year 2017; (xiv) 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; (xv) 5,732 shares shall vest one half on each of April 1, 2017, and April 1, 2018, continued
  - (5) (xvi) 4,644 shares shall vest upon the Company achieving three-year 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; (xvii) 11,611 shares shall vest upon the Company achieving a three-year EBITDA margin percentage for the three-year period ending December 31, 2016 equal to

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or greater than 4.0%; (xviii) 11,611 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 (xix) 4,644 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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