Edgar Filing: MOLINA HEALTHCARE INC - Form 4

	EALTHCARE I	NC									
Form 4 November 0	5 2014										
FORM	ЛЛ	STATES	SECURITIES .	AND EX	СНА	NGE CO	OMMISSION	OMB AP	PROVAL		
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	nis box ger o 16. or Filed pur ons tinue. ruction	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							3235-0287 January 31, 2005 verage s per 0.5		
(The of Type	(100ponoco)										
1. Name and Address of Reporting Person <u>*</u> Barlow Jeff D.			2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 300 UNIVI AVENUE,		Middle)	3. Date of Earliest 7 (Month/Day/Year) 11/04/2014	Fransaction			Director _X Officer (give t pelow) Chief		Owner r (specify		
			4. If Amendment, D Filed(Month/Day/Yea	Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SACRAME	ENTO, CA 95825	5				Ī	Form filed by Mo Person	ore than One Rep	porting		
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		omr Dispose (Instr. 3, 4	ed of (5) Price	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	11/04/2014		S	17,752	D	\$ 48.9078 (1)	51,035 <u>(2)</u> <u>(3)</u> (4)	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu: Bene Own Follo Repo Trans (Insti
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addres	s	Relationships							
	Director	10% Owner	Officer	Other					
Barlow Jeff D. 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825	E		Chief Legal Officer						
Signatures									
Jeff D. Barlow	1/05/2014								
**Signature of	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) Represents the weighted average selling price with a selling price range between \$48.8901 and \$49.03.

The shares vest as follows: (i) 5,450 shares shall vest upon the Company achieving total revenue in any of the 2013, 2014, and 2015 fiscal years equal to or greater than \$12 billion; (ii) 2,123 shares shall vest upon the Company achieving three-year Total Stockholder Return

(2) (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; (iii) 2,123 shares shall vest on March 1, 2015 contingent upon the Company achieving a one-year TSR as determined by ISS calculations for fiscal year 2014 that is greater than the average TSR achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014; continued

(iv) 5,308 shares shall vest upon the Company achieving a three-year EBITDA margin percentage for the three-year period ending
 (3) December 31, 2016 equal to or greater than 4.0%; (v) 5,308 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; continued

(4) (vi) 15,191 shares vest on March 1, 2015; (vii) 7,690 shares vest on March 1, 2016; and (viii) 2,123 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.

Reporting Person