

MOLINA HEALTHCARE INC
Form 4
August 22, 2013

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 *
DENTINO WILLIAM

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)
3300 DOUGLAS BLVD., SUITE 430

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2013

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Trustee of trust owners

ROSEVILLE, CA 95661

(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
X 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 or Price | | | |
| Common Stock | 08/20/2013 | | S | 40,156 | D | \$ 35.0877 (1) 3,777,411 | D | (2) |
| Common Stock | 08/21/2013 | | S | 3,027 | D | \$ 35.0547 (3) 3,774,384 | D | (2) |
| Common Stock | 08/22/2013 | | S | 400 | D | \$ 35.05 3,773,984 | D | (2) |
| Common Stock | | | | | | 192,705 | I | Trustee (4) |

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| | | | |
|--------------|-----------|---------------|----------------------|
| Common Stock | 376,531 | I | Trustee <u>(5)</u> |
| Common Stock | 289,902 | I | Trustee <u>(6)</u> |
| Common Stock | 463,560 | I | Trustee <u>(7)</u> |
| Common Stock | 413,262 | I | Trustee <u>(8)</u> |
| Common Stock | 206,719 | I | Trustee <u>(9)</u> |
| Common Stock | 320,794 | I | Trustee <u>(10)</u> |
| Common Stock | 232,675 | I | Trustee <u>(11)</u> |
| Common Stock | 4,090,360 | D <u>(12)</u> | |
| Common Stock | 300 | D <u>(13)</u> | |
| Common Stock | 1,500 | D <u>(14)</u> | |
| Common Stock | 154,291 | I | Trustee <u>(15)</u> |
| Common Stock | 211,099 | I | Executor <u>(16)</u> |

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

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(9-02)

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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | | Title | | |

| Date Exercisable | Expiration Date | Amount or Number of Shares |
|---------------------|--------------------|--|
|---------------------|--------------------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| DENTINO WILLIAM 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | | | Trustee of trust owners |
| PEDERSEN CURTIS 6218 EAST 6TH STREET LONG BEACH, CA 90803 | | | | Trustee of trust owners |
| MARY R MOLINA LIVING TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | X | | |
| MOLINA MARITAL TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | X | | |

Signatures

| | |
|--|------------|
| William Dentino, by Karen Calhoun, Attorney-In-Fact | 08/22/2013 |
| __Signature of Reporting Person | Date |
| Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact | 08/22/2013 |
| __Signature of Reporting Person | Date |
| William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact | 08/22/2013 |
| __Signature of Reporting Person | Date |
| William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact | 08/22/2013 |
| __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) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$35.05 to \$35.19. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
 - (2) The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (3) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$35.05 to \$35.06. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
 - (4) The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.

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- (5) The shares are owned by MRM GRAT 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (6) The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (7) The shares are owned by MRM GRAT 811/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (8) The shares are owned by the MRM GRAT 812/3 of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (9) The shares are owned by the MRM GRAT 609/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (10) The shares are owned by the MRM GRAT 609/7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (11) The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (12) The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (13) The shares are owned by Mr. Pedersen.
- (14) The shares are owned by Mr. Dentino.
- (15) The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (16) The shares are owned by the Estate of Mary R. Molina, of which Mr. Dentino is executor.

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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