

MOLINA HEALTHCARE INC
Form 4
August 04, 2016

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 *
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)
08/02/2016

____ 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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D) Price		
Common Stock	08/02/2016		<u>M</u> ⁽¹⁾	A	8,250	20.88 ⁽²⁾	\$	176,833.5	D
Common Stock	08/02/2016		<u>S</u> ⁽¹⁾	D	8,250	\$ 58 ⁽³⁾	168,583.5 ⁽⁴⁾	<u>(5)</u> <u>(6)</u>	D

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

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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

- (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 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.
- (7) Due to a clerical error, the 8,250 derivative securities beneficially owned following the transaction reported on the Form 4 filed August 18, 2015, and exercised in this transaction, were omitted from subsequent Form 4 filings.
- (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. 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.