

DENTINO WILLIAM
Form 4
December 13, 2017

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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Trustee and executor

(Last) (First) (Middle)
3500 DOUGLAS BLVD., SUITE 160

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2017

ROSEVILLE, CA 95661

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

(City) (State) (Zip)

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	12/11/2017		S ⁽¹⁾			22,500	D	\$ 74.1339 (2)	3,241,792	I	Trustee ⁽³⁾
Common Stock	12/12/2017		S ⁽¹⁾			22,500	D	\$ 74.0752 (4)	3,219,292	I	Trustee ⁽³⁾
Common Stock	12/13/2017		S ⁽¹⁾			22,500	D	\$ 74.499 (5)	3,196,792	I	Trustee ⁽³⁾
Common Stock									28,258	I	Trustee ⁽⁶⁾

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Common Stock	254,209	I	Trustee <u>(7)</u>
Common Stock	47,273	I	Executor <u>(8)</u>
Common Stock	208,795	I	Trustee <u>(9)</u>
Common Stock	239,381	I	Trustee <u>(10)</u>
Common Stock	295,750	I	Trustee <u>(11)</u>
Common Stock	344,906	I	Trustee <u>(12)</u>
Common Stock	172,990	I	Trustee <u>(13)</u>
Common Stock	192,705	I	Trustee <u>(14)</u>
Common Stock	206,719	I	Trustee <u>(15)</u>
Common Stock	300	I	Trustee <u>(16)</u>
Common Stock	1,496	I	Trustee <u>(17)</u>
Common Stock	154,291	I	Trustee <u>(18)</u>

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.

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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 Following Reported Transaction (Instr. 6)
							Title		
						Code	V	(A)	(D)

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENTINO WILLIAM 3500 DOUGLAS BLVD., SUITE 160 ROSEVILLE, CA 95661		X		Trustee and executor
PEDERSEN CURTIS 6218 EAST 6TH STREET LONG BEACH, CA 90803		X		Trustee

Signatures

/s/ William Dentino, by Karen Calhoun,
Attorney-In-Fact

12/13/2017

__Signature of Reporting Person

Date

/s/ Curtis Pedersen, by Karen Calhoun,
Attorney-In-Fact

12/13/2017

__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) Sale pursuant to the Rule 10b5-1 Trading Plan of the Mary R Molina Living Trust.
- (2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.58 to \$75.57. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (3) The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (4) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.55 to \$74.44. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (5) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.33 to \$75.26. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (6) The shares are owned by the Exempt Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (7) The shares are owned by the MRM GRAT 812/3 of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (8) The shares are owned by the Estate of Mary R. Molina, of which Mr. Dentino is executor.
- (9) The shares are owned by MRM GRAT 610/5, 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 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (12) The shares are owned by MRM GRAT 811/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (13) The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.

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- (14) The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (15) The shares are owned by the MRM GRAT 609/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (16) The shares are owned by the Curtis and Rosi Pedersen 2012 Trust, of which Mr. Pedersen and his spouse are co-trustees.
- (17) The shares are owned by the Dentino Family Trust, of which Mr. Dentino is sole trustee.
- (18) The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.

Remarks:

See Exhibit 99 for the names, addresses and signatures of Additional Reporting Persons.

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.