FORM 4

obligations may continue. See

Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to Section 16. Form 4 or Form 5 | STATEMENT OF |
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CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden 0.5 hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* Barlow Jeff D. | | | | | 2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH] | | | | | | | | (Chec | k all ap _l Dire | olicable) ctor | 10% | ssuer Owner (specify |
|--|---|--|--|---|---|---|---|---|----------------|------------------|-----------------------|-----------------------------|--|---|--|---|--|
| VERSITY A | , | (Middle) | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/05/2015 | | | | | | | | | w) `` | below | |
| reet) ACRAMENTO CA 95825 ity) (State) (Zip) | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | Tabl | e I - N | on-Deriv | ative | Sec | uritie | s Ac | quire | d, Di | sposed o | f, or E | Benefic | ially | Own | ed | | |
| Date | | | | /Year) Execution | | ution Date, | | | | | | d 5) | Securities Beneficially Owned Following | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | Code | v | Amount | (A) oi (D) | Price | | Transa | ction(s) | | (11301. 4) |
| Common Stock 08/05/20 | | | | 2015 | 015 | | | S | | 8,585 | D | \$77. | 25 ⁽¹⁾ 48, | | 43 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ | D | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | Date Executi (Month/Day/Year) if any | | on Date, | | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Expirat | tion Da | ate (ear) | Amou | | Der Sec (Ins | rivative curity | derivative Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | VERSITY A 00 MENTO CA (St Stock | VERSITY AVENUE 00 MENTO CA (State) (State) (Stock Table Security (Instr. 3) Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) VERSITY AVENUE 00 MENTO CA 95825 (State) (Zip) Table I - N Security (Instr. 3) Stock Table II - M Conversion or Exercise Price of Derivative (Month/Day/Year) (Month.) | (First) (Middle) VERSITY AVENUE 00 MENTO CA 95825 (State) (Zip) Table I - Non-Derivative (Month/Day/Year) 2. Transac Date (Month/Day/Year) 2. Table II - Derivative (e.g., pi (Month/Day/Year) | / Jeff D. (First) (Middle) VERSITY AVENUE 00 MENTO CA 95825 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock 08/05/2015 Table II - Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 2. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | Conversion or Exercise Price of Derivative Security Security | MOLINA F Molina F | MOLINA HEAD MOLINA HEAD MOLINA HEAD Security AVENUE | MOLINA HEALTHC | MOLINA HEALTHCAR | MOLINA HEALTHCARE INC | MOLINA HEALTHCARE INC MoH | MOLINA HEALTHCARE INC [MOH] (First) (Middle) VERSITY AVENUE 00 MENTO CA 95825 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date, (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Price of Derivative Security 2. Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Price of Derivative Securities Acquired (A) or Official Conversion of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Transaction Securities Acquired (Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) Amount of Securities Month/Day/Year) Amount of Number of Official Conversion of Number of N | MOLINA HEALTHCARE INC [MOH] (First) (Middle) VERSITY AVENUE 00 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. 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If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Check all apporters) 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V Amount (A) or Price Repair (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible and Execution Date (and or Date Amount or Captivative Security (Month/Day/Year) (Month/Day/Year) 2. 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Explanation of Responses:

- 1. Represents the actual selling price of all 8,585 shares.
- 2. The shares vest as follows: (i) 1,885 shares shall vest based on the Company's fiscal year 2016 annual premium revenue achievement; (ii) 1,885 shares shall vest based on the Company's fiscal year 2016 net profit margin achievement; (iii) 1,885 shares shall vest based on the Company's pre-tax income in fiscal year 2016; (iv) 1,885 shares shall vest based on the Company's 2017 annual premium revenue achievement; (v) 1,885 shares shall vest based on the Company's 2017 net profit margin achievement; continued
- 3. (vi) 1,885 shares shall vest based on pre-tax income in fiscal year 2017; (vii) 1,885 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; and (viii) 5,656 shares shall vest in one-third increments over three years, on each of April 1, 2016, April 1, 2017, and April 1, 2018. See 2015 Definitive Proxy Statement, continued
- 4. (ix) 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; (x) 2,123 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; continued
- 5. (xi) 5,308 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%; (xii) 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; (xiii) 7,690 shares vest on March 1, 2016; and (xiv) 2,123 shares vest on March 1, 2017. The remainder of the shares are vested.

Remarks:

Jeff D. Barlow

08/06/2015

Date

** Signature of Reporting Person

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

- * 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).

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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