SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* Zubretsky Joseph M	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) 2180 HARVARD STREET SUITE 400	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2022	X Director 10% Owner X Officer (give title below) Other (specify below) President & CEO
(Street) SACRAMENTO CA 95815	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/29/2022		G[(1)]		4,600	D	$0[(2)]	250,557[(3)]	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Reflects the gift of common stock to a charitable donor advised fund.

2. Price not applicable to gift.

3. 30,372 shares vest on March 1, 2023; 15,412 shares vest on March 1, 2024; 6,412 shares vest on March 1, 2025. The remainder of the shares are vested.

Remarks:

Jeff D. Barlow, by power of attorney for Joseph M. Zubretsky	12/01/2022
** Signature of Reporting Person	Date

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.

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 Number.

LIMITED POWER OF ATTORNEY FOR SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes
and appoints Jeff D. Barlow and Codruta Boggs, and each acting
singly, the undersigned's true and lawful attorney-in-fact to:

1) execute for and on behalf of the undersigned, in the undersigned's
capacity as an officer, director and/or stockholder of Molina
Healthcare, Inc. (the "Company"), Forms 3, 4, and 5 and amendments
thereto in accordance with Section 16(a) of the Securities Exchange
Act of 1934 and the rules thereunder; and

2) do and perform any and all acts for and on behalf of the
undersigned which may be necessary or desirable to complete and
execute any such Form 3, 4, or 5 or amendment thereto
and timely file such form with the United States Securities and Exchange
Commission (the "SEC") and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power
and authority to do and perform any and every act and thing whatsoever
requisite, necessary, or proper to be done in the exercise of any of
the rights and powers herein granted, as fully to all intents and
purposes as the undersigned might or could do if personally present,
with full power of substitution or revocation, hereby ratifying and
confirming all that such attorney-in-fact, or such attorney-in-fact's
substitute or substitutes, shall lawfully do or cause to be done by
virtue of this Power of Attorney and the rights and powers herein granted.
The undersigned acknowledges that the foregoing attorneys-in-fact, in
serving in such capacity at the request of the undersigned, are not
assuming, nor is the Company assuming, any of the undersigned's
responsibilities to comply with Section 16 of the Securities Exchange
Act of 1934.

This Power of Attorney shall remain in full force and effect until the
undersigned is no longer required to file Forms 3, 4, and 5 with respect
to the undersigned's holdings of and transaction in securities of the
Company, unless earlier revoked by the undersigned in a signed writing
delivered to the foregoing attorneys-in-fact. This Power of Attorney
may be filed with the SEC as a confirming statement of the authority
granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney
to be executed as of this 9th day of October, 2017.

/s/ Joseph M. Zubretsky
Signature

Joseph M. Zubretsky
Printed Name

MPK 64585-1.058517.0015