SEC Form 4

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

| 1. Name and Address of Reporting Person*

 MOLINA J MARIO MD

 (Last) (First) (Middle)

 300 UNIVERSITY AVE., SUITE 100

 (Street)

 SACRAMENTO CA 95825

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 MOLINA HEALTHCARE INC [MOH]

 3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2012

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director   10% Owner
 X Officer (give title below) X Other (specify below)

 President & CEO / Settlor-Molina Siblings Trust

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X 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	12/11/2012		A[1]		94,050	A	$29.22[2]	152,909[3]	D[4]	
Common Stock	12/11/2012		F[5]		43,903	D	$29.22[2]	109,006[3]	D	
Common Stock								376,132	D	
Common Stock								22,750	I	Manager of limited liability company[6]
Common Stock								156,657	I	Trustee of trust[7]
Common Stock								107,309	I	Trustee of trust[8]
Common Stock								43,131	I	Trust[9]
Common Stock								240,000	I	General partner of family partnership[10]
Common Stock								214,212	I	Trust[11]
Common Stock								1,362	I	Trust[12]
Common Stock								1,362	I	Trust[13]
Common Stock								1,361	I	Trust[14]
Common Stock								1,361	I	Trust[15]

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				
Stock Option (Right to Buy)	$20.88							(16)	03/01/2017	Common Stock	54,000		54,000	D	

Explanation of Responses:

1. Represents shares issued in settlement of performance units granted under the Company's 2011 Equity Incentive Plan pursuant to Rule 16b-3. The units were conditioned upon the Company's total operating revenue for fiscal year 2012 being equal or greater than $5.5 billion. The Company's compensation committee certified that such condition was satisfied on December 11, 2012.

2. Represents the closing price of the Issuer's common stock on December 11, 2012.

3. The shares were issued pursuant to the Issuer's Equity Incentive Plan. An additional 11,700 shares vest on March 1, 2013 and 5,850 vest on March 1, 2014.

4. The shares are owned by Dr. Molina and his spouse as community property.

5. In connection with 94,050 shares issued in settlement of performance units on 12/11/2012, the Reporting Person surrendered 43,903 shares in payment of the taxes associated with the issued shares.

6. The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.

7. The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.

8. The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.

9. The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.

10. The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.

11. The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.

12. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.

13. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.

14. The shares are woned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.

15. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.

16. The options are fully vested.

Remarks:

/s/ Joseph M. Molina, M.D., by Karen Calhoun, Attorney-in-Fact	12/12/2012
** 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.