

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Barlow Jeff D.</u>  (Last) (First) (Middle) 2180 HARVARD STREET SUITE 400  (Street) SACRAMENTO CA 95815  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOLINA HEALTHCARE, INC. [ MOH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/01/2020		F <sup>(1)</sup>		6,202	D	\$122.55 <sup>(2)</sup>	50,225	D	
Common Stock	03/01/2020		A <sup>(3)</sup>		7,368	A	\$122.55 <sup>(2)</sup>	57,593	D	
Common Stock	03/01/2020		F <sup>(4)</sup>		3,619	D	\$122.55 <sup>(2)</sup>	53,974	D	
Common Stock	03/01/2020		A <sup>(5)</sup>		16,116	A	\$122.55 <sup>(2)</sup>	70,090 <sup>(6)</sup>	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 12,504 shares on March 1, 2020.
- Represents the closing price of the Issuer's common stock on February 28, 2020.
- Shares issued in settlement of previously granted Performance Stock Unit Award dated March 1, 2017, subject to vesting based on achievement of a 2019 net profit margin metric.
- The shares were applied to the payment of withholding taxes arising in connection with the issuance and settlement of the 7,368 Performance Stock Unit Award on March 1, 2020.
- Grant of restricted stock under the Issuer's 2019 Equity Incentive Plan.
- Shares shall vest as follows: the 16,116 newly granted shares vest in one-third increments on each of March 1, 2021, March 1, 2022, March 1, 2023; 9,346 shares on March 1, 2021; and 1,926 shares on March 1, 2022. The remaining shares are vested.

**Remarks:**

Jeff D. Barlow 03/03/2020  
 \*\* 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.

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