

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MOLINA JOHN C</u> (Last) (First) (Middle) 300 UNIVERSITY AVE., SUITE 100 (Street) SACRAMENTO CA 95825 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) CFO / Trustee/Settlor Siblings Trust
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2014	
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	03/01/2014		F ⁽¹⁾		12,188	D	\$37.68 ⁽²⁾	688,598 ⁽³⁾	D	
Common Stock	03/01/2014		F ⁽⁴⁾		7,116	D	\$37.68 ⁽²⁾	695,118 ⁽³⁾	D	
Common Stock	03/01/2014		A ⁽⁵⁾		70,993	A	\$36.13 ⁽²⁾	109,922 ⁽⁶⁾⁽⁷⁾	D	
Common Stock								1,614,840	I	Trustee of Family Trust ⁽⁸⁾
Common Stock								298,396	I	Trustee of Family Trust ⁽⁹⁾
Common Stock								11,154	D ⁽¹⁰⁾	

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					
Stock Option (Right to Buy)	\$20.88							(11)	03/01/2017	Common Stock		54,000	D	

1. Name and Address of Reporting Person*
MOLINA JOHN C
 (Last) (First) (Middle)
 300 UNIVERSITY AVE., SUITE 100
 (Street)
 SACRAMENTO CA 95825
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MOLINA SIBLINGS TRUST

(Last)	(First)	(Middle)
741 ATLANTIC AVENUE		
(Street)		
LONG BEACH	CA	90813
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares were applied to the payment of withholding taxes arising in connection with the vesting of 23,357 shares on March 1, 2014, which vested upon the Company achieving three-year EBITDA margin for the three-year period ending December 31, 2013, equal to or greater than 2.5%. The achievement of the EBITDA margin was certified on March 1, 2014.
2. Represents the closing price of the Issuer's common stock on March 1, 2014.
3. All of these shares are fully vested. Includes shares that vested on March 1, 2014.
4. The shares were applied to the payment of withholding taxes arising in connection with the vesting of 13,636 shares on March 1, 2014.
5. Grant of restricted stock subject to vesting under the 2011 Equity Incentive Plan.
6. 23,357 shares shall vest upon the Company achieving total revenue in any of the 2013, 2014, or 2015 fiscal years equal to or greater than \$12 billion; 7,786 shares vest on March 1, 2015; and 7,786 shares vest on March 1, 2016.
7. 21,299 of such shares vest in one-third increments on each of March 1, 2015, March 1, 2016 and March 1, 2017. 7,099 of such shares vest upon the Company achieving three-year Total Stockholder Return (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. 7,099 of such shares vest on March 1, 2015 contingent upon the Company achieving a one-year TSR as determined by ISS calculations for fiscal year 2014 that is greater than the average TSR achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014. 17,748 of such shares 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%. 17,748 of such shares vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016.
8. The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
9. The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
10. The shares are owned by Mr. Molina and his spouse as community property.
11. The options are fully vested.

Remarks:

[John C. Molina, by Karen I. Calhoun, Attorney-in-Fact](#) [03/04/2014](#)
[John C. Molina, Trustee of the Molina Siblings Trust, by Karen Calhoun, Attorney-In-Fact](#) [03/04/2014](#)

** 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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