

MOLINA JOHN C
Form 4
January 19, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOLINA JOHN C

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)
300 UNIVERSITY AVE., SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2018

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

SACRAMENTO, CA 95825

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	01/18/2018		S ⁽¹⁾		16,226	D	\$ 92.4852 ⁽²⁾	414,151 ⁽³⁾	D	
Common Stock	01/19/2019		J ⁽⁴⁾	V	1,021,159	A	\$ 0 ⁽⁴⁾	2,437,761 ⁽⁵⁾	I	Trustee of Family Trust ⁽⁶⁾
Common Stock								11,154	D ⁽⁷⁾	
Common Stock								675	I ⁽⁸⁾	Family Foundation

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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 Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, and Amount or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for MOLINA JOHN C, 300 UNIVERSITY AVE., SUITE 100, SACRAMENTO, CA 95825, with an 'X' in the 10% Owner column.

Signatures

/s/ John C. Molina, by Karen I. Calhoun, Attorney-in-Fact, dated 01/19/2018. Includes a line for **Signature of Reporting Person and Date.

Explanation of Responses:

- * 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).
(1) Sale pursuant to the Rule 10b5-1 Trading Plan of Mr. Molina.
(2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$91.68 to \$92.9815. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
(3) Includes 14,745 shares previously excluded in error.
(4) Distributions to beneficiary without consideration from Mary R. Molina Living Trust and several MRM GRATs.
(5) Includes 21,531 shares previously excluded in error.
(6) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.

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(7) The shares are owned by Mr. Molina and his spouse as community property.

(8) The shares are owned by the John Molina Foundation.

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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