

MOLINA HEALTHCARE INC  
Form 4  
August 04, 2016

**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 \*  
**BAYER TERRY**

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 AVENUE,  
SUITE 100**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/02/2016**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Chief Operating Officer**

**SACRAMENTO, CA 95825**

(City) (State) (Zip)

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

**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	08/02/2016		<u>M</u> <sup>(1)</sup>	8,250 A 20.88 <sub>(2)</sub>	176,833.5	D	
Common Stock	08/02/2016		<u>S</u> <sup>(1)</sup>	8,250 D \$ 58 <sub>(3)</sub>	168,583.5 <sub>(4)</sub> <sub>(5) (6)</sub>	D	

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

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(9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 20.88	08/02/2016		M	8,250 (7)	(8) 03/01/2017	Common Stock	8,250 \$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAYER TERRY 300 UNIVERSITY AVENUE, SUITE 100 SACRAMENTO, CA 95825			Chief Operating Officer	

## Signatures

Jeff D. Barlow, by power of attorney for Terry Bayer. 08/04/2016

\_\_Signature of Reporting Person

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) The exercise and same-day sale were made pursuant to the Reporting Person's 10b5-1 Trading Plan that was established on May 27, 2016.

(2) Represents the exercise price per share.

(3) Represents the actual selling price for all 8,250 shares.

(4) The shares vest as follows: (i) 5,154 shares shall vest based on the Company's 2016 after tax profit margin; (ii) 5,154 shares shall vest based on the Company's 2017 after tax profit margin; (iii) 5,154 shares shall vest based on the Company's 2018 after tax profit margin; (iv) 5,154 shares shall vest based upon the Company's 2016 STARS ratings; (v) 5,154 shares shall vest based upon the Company's 2017 STARS ratings; (vi) 10,308 shares shall vest upon the Company's achievement of certain business development targets; and (vii) 15,464 shares shall vest in one-third increments, on each of March 7, 2017, March 7, 2018, and March 7, 2019; (viii) 2,865 shares shall vest based on the Company's fiscal year 2016 annual premium revenue achievement; continued

(5) (ix) 2,865 shares shall vest based on the Company's fiscal year 2016 net profit margin achievement; (x) 2,865 shares shall vest based on the Company's pre-tax income in fiscal year 2016; (xi) 2,865 shares shall vest based on the Company's 2017 annual premium revenue

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achievement; (xii) 2,865 shares shall vest based on the Company's 2017 net profit margin achievement; (xiii) 2,865 shares shall vest based on pre-tax income in fiscal year 2017; (xiv) 2,865 shares shall vest upon the Company's achieving a three-year Total Stockholder Return (TSR) for the three-year period ending December 31, 2017 as determined by ISS calculations that is greater than the median TSR achieved by the Company's 2015 ISS peer group; (xv) 5,732 shares shall vest one half on each of April 1, 2017, and April 1, 2018, continued

- (xvi) 4,644 shares shall vest upon the Company achieving three-year 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; (xvii) 11,611 shares shall 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%; (xviii) 11,611 of shares shall vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016; and (xix) 4,644 shares vest on March 1, 2017. The remainder of the shares are vested.
- (7) Due to a clerical error, the 8,250 derivative securities beneficially owned following the transaction reported on the Form 4 filed August 18, 2015, and exercised in this transaction, were omitted from subsequent Form 4 filings.
- (8) The options are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.