

Barlow Jeff D.
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
Barlow Jeff D.

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)
2180 HARVARD STREET, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Legal Officer

(Street)
SACRAMENTO, CA 95815

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 Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D)	Price	
Common Stock	03/01/2019		A ⁽¹⁾		5,780	A	\$ 138.4	58,198	D
							(2)		
Common Stock	03/01/2019		F ⁽³⁾		4,776	D	\$ 138.4	53,422	D
							(2)		
Common Stock	03/01/2019		A ⁽⁴⁾		2,632	A	\$ 138.4	56,054	D
							(2)		
Common	03/01/2019		A ⁽⁵⁾		7,896	A	\$	63,950	D

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Stock						138.4		
						<u>(2)</u>		
						\$		
Common Stock	03/01/2019		F ⁽⁶⁾	4,632	D	138.4	59,318 ⁽⁷⁾	D
						<u>(2)</u>		

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

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 control number. SEC 1474 (9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barlow Jeff D. 2180 HARVARD STREET SUITE 400 SACRAMENTO, CA 95815			Chief Legal Officer	

Signatures

Jeff D. Barlow 03/05/2019
 **Signature of Date
 Reporting Person

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).

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- (1) Grant of restricted stock under the Issuer's 2011 Equity Incentive Plan, as amended.
- (2) Represents the closing price of the Issuer's common stock on March 1, 2019.
- (3) The shares were applied to the payment of withholding taxes arising in connection with vesting of 10,579 shares of restricted stock on March 1, 2019.
- (4) Shares issued in settlement of previously granted Performance Stock Unit Award dated March 1, 2017, subject to vesting based on achievement of a Company growth/expansion metric.
- (5) Shares issued in settlement of previously granted Performance Stock Unit Award dated March 1, 2017, subject to vesting based on achievement of a net profit margin metric.
- (6) The shares were applied to the payment of withholding taxes arising in connection with the settlement of the above PSU awards.

The shares vest as follows: (i) the 5,780 newly granted shares vest in one-third increments on each of March 1, 2020, March 1, 2021, and March 1, 2022; (ii) 7,419 shares are subject to vesting on each of March 1, 2020, and March 1, 2021; (iii) 3,158 shares are subject to vesting on March 1, 2020; (iii) 3,132 shares are subject to vesting on March 7, 2019, based on the Company's 2018 after tax profit margin; (iv) an additional 3,132 shares are subject to vesting on March 7, 2019; the remainder of the shares are vested.

(7) 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.