

MOLINA HEALTHCARE INC
 Form 4
 July 02, 2013

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 *
 Nichols Norman

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)
 06/28/2013

____ Director
 ____ Officer (give title below) Other (specify below)
 Pres, MMS

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/28/2013		A ⁽¹⁾	923 A \$ 37.18 ⁽²⁾	31,976 ^{(3) (4)} <u>(5)</u>	D	

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

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

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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. Nu...
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nichols Norman 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825			Pres, MMS	

Signatures

Jeff D. Barlow, by power of attorney for Norman Nichols. 07/02/2013

**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 shares were acquired under the Molina Healthcare, Inc. 2011 Employee Stock Purchase Plan.

(2) Represents the closing price of Issuer's common stock on June 28, 2013. The purchase price is based on the stock's lower market price as of the two following dates: (1) January 1, 2013, the first day of the ESPP offering period, and (2) June 30, 2013, the last day of the ESPP offering period.

(3) 9,375 shares vest in 1/3rd increments over three years on each of March 1, 2014, March 1, 2015, and March 1, 2016. 1,875 shares shall vest upon the Company achieving three-year Total Stockholder Return (as compared to the Company's ISS peer group), for the three-year period ending December 31, 2013 equal to or greater than the 50th percentile in that peer group; 1,875 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; and 1,875 shares shall vest upon the Company's achieving three-year EBITDA margin for the three-year period ending December 31, 2013 equal to or greater than 2.5.

(4) Additionally, 1,562 shares vest on each of March 1, 2014, March 1, 2015, and March 1, 2016; 750 shares vest on June 1, 2014; and 1,350 shares vest on each of October 1, 2013, and October 1, 2014. The remainder of the shares are vested.

(5) The amount of securities beneficially owned was adjusted downward to reflect a seven share calculation error in connection with the June 1, 2013 trade for the payment of withholding taxes.

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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