### MOLINA HEALTHCARE INC

Form 4 March 03, 2017

## FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

See Instru-1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WHITE JOSEPH W CPA	2. Issuer Name <b>and</b> 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	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2017	Director 10% OwnerX Officer (give title Other (specify below)  Chief Accounting Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SACRAMENTO, CA 95825		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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/01/2017		Code V A(1)	Amount 13,847	(A) or (D)	Price \$ 49.4	Reported Transaction(s) (Instr. 3 and 4)	D		
Common Stock	03/01/2017		F(3)	998	D	(2) \$ 49.4 (2)	114,030	D		
Common Stock	03/01/2017		F(4)	851	D	\$ 49.4 (2)	113,179	D		
Common	03/01/2017		$D^{(5)}$	22,111	D	\$ 0	91,068 (6) (7)	D		

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#### Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transa Code (Instr. 5	Secu Acqu (A)	vative urities uired or posed O) tr. 3,		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WHITE JOSEPH W CPA 300 UNIVERSITY AVENUE, SUITE 100 SACRAMENTO, CA 95825

**Chief Accounting Officer** 

# **Signatures**

Jeff D. Barlow, by power of attorney for Joseph W. White

03/03/2017

\*\*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)** Grant of restricted stock under the Issuer's 2011 Equity Incentive Plan.
- **(2)** Represents the closing price of the Issuer's common stock on March 1, 2017.
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 2,654 shares on March 1, **(3)** 2017.

Reporting Owners 2

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- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 2,262 shares on March 1, 2017, upon the Company's fiscal year 2016 annual premium revenue achievement.
- Represents the forfeiture of performance-based restricted stock grants granted to the Reporting Person on each of March 1, 2014, April 1, 2015, and March 7, 2016 that were eligible to vest upon certain financial performance objectives. Upon grant, the target vesting amounts were reported in Table 1 of Form 4. The Company determined that, based on the Company's performance over the applicable performance period, the shares are forfeited.
- The shares vest as follows: (i) the 13,847 newly granted shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020; (ii) 4,317 shares shall vest based on the Company's 2017 after tax profit margin; (iii) 4,317 shares shall vest based on the Company's 2018 after tax profit margin; (iv) 4,317 shares shall vest based upon the Company's 2016 STARS ratings; (v) 4,317 shares shall vest based upon the Company's 2017 STARS ratings; (vi) 8,635 shares shall vest upon the Company's achievement of certain business development targets; (vii) 12,954 shares shall vest in one-third increments, on each of March 7, 2017, March 7, 2018, and March 7, 2019; continued
- (viii) 2,262 shares shall vest based on the Company's 2017 annual premium revenue achievement; (ix) 2,262 shares shall vest based on the Company's 2017 net profit margin achievement; (x) 2,262 shares shall vest based on pre-tax income in fiscal year 2017; (xi) 2,262 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; and (xii) 4,525 shares shall vest one half on each of April 1, 2017, and April 1, 2018; the remainder of the shares are 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.