

Barlow Jeff D.
Form 4
March 05, 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 *
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)
300 UNIVERSITY AVENUE, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP-General Counsel

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 | 03/01/2013 | | F ⁽¹⁾ | D | 5,549 | | | \$ 32.11 (2) | 38,582 | | D |
| Common Stock | 03/01/2013 | | A ⁽³⁾ | A | 10,900 | | | \$ 32.11 (2) | 49,482 | | D |
| Common Stock | 03/01/2013 | | A ⁽³⁾ | A | 21,800 | | | \$ 32.11 (2) | 71,282 | ⁽⁴⁾ ⁽⁵⁾ | D |

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

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(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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Barlow Jeff D. 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825 | | | SVP-General Counsel | |

Signatures

Jeff D. Barlow 03/05/2013
 **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).
- (1) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 14,663 shares on March 1, 2013.
- (2) Represents the closing price (and selling price) of Issuer's common stock on March 1, 2013.
- (3) Grant of restricted stock under the Issuer's 2011 Equity Incentive Plan.
- (4) The 10,900 newly granted shares vest in 1/4th increments on each of March 31, 2013, June 30, 2013, September 30, 2013, and December 31, 2013. The 21,800 newly granted shares vest in 1/4th increments as follows: (i) 1/4th shall vest in equal 1/3rd increments over three years on March 1, 2014, March 1, 2015, and March 1, 2016; (ii) 1/4th 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; (iii) 1/4th 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 (iv) 1/4th shall vest upon the Company's achieving three-year EBITDA

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margin for the three-year period ending December 31, 2013 equal to or greater than 2.5%.

- (5) Additionally, 13,350 shares vest on 3/1/14; 11,250 shares vest on 3/1/15; and 3,750 shares vest on 3/1/16. 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.

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