

MOLINA J MARIO MD
 Form 4
 December 12, 2012

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 *
MOLINA J MARIO MD

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 AVE., SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO / Settlor-Molina Siblings Trust

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/11/2012		A ⁽¹⁾	94,050	A	29.22 ⁽²⁾	152,909 ⁽³⁾ D ⁽⁴⁾
Common Stock	12/11/2012		F ⁽⁵⁾	43,903	D	29.22 ⁽²⁾	109,006 ⁽³⁾ D
Common Stock							376,132 D
Common Stock							22,750 I Manager of limited

						liability company ⁽⁶⁾
Common Stock				156,657	I	Trustee of trust ⁽⁷⁾
Common Stock				107,309	I	Trustee of trust ⁽⁸⁾
Common Stock				43,131	I	Trust ⁽⁹⁾
Common Stock				240,000	I	General partner of family partnership ⁽¹⁰⁾
Common Stock				214,212	I	Trust ⁽¹¹⁾
Common Stock				1,362	I	Trust ⁽¹²⁾
Common Stock				1,362	I	Trust ⁽¹³⁾
Common Stock				1,361	I	Trust ⁽¹⁴⁾
Common Stock				1,361	I	Trust ⁽¹⁵⁾

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)

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. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Stock
 Option (Right to Buy) \$ 20.88 (16) 03/01/2017 Common Stock 54,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINA J MARIO MD 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X		President & CEO	Settlor-Molina Siblings Trust

Signatures

/s/ Joseph M. Molina, M.D., by Karen Calhoun,
 Attorney-in-Fact 12/12/2012

__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) Represents shares issued in settlement of performance units granted under the Company's 2011 Equity Incentive Plan pursuant to Rule 16b-3. The units were conditioned upon the Company's total operating revenue for fiscal year 2012 being equal or greater than \$5.5 billion. The Company's compensation committee certified that such condition was satisfied on December 11, 2012.
 - (2) Represents the closing price of the Issuer's common stock on December 11, 2012.
 - (3) The shares were issued pursuant to the Issuer's Equity Incentive Plan. An additional 11,700 shares vest on March 1, 2013 and 5,850 vest on March 1, 2014.
 - (4) The shares are owned by Dr. Molina and his spouse as community property.
 - (5) In connection with 94,050 shares issued in settlement of performance units on 12/11/2012, the Reporting Person surrendered 43,903 shares in payment of the taxes associated with the issued shares.
 - (6) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
 - (7) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
 - (8) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
 - (9) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.

The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.
 - (11) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
 - (12) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.
 - (13) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.
 - (14) The shares are woned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.
 - (15) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.

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(16) 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.

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