

Barlow Jeff D.
Form 4
January 03, 2019

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)
12/31/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Legal Officer

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	12/31/2018		A ⁽¹⁾	23 A 97.94	52,418 ⁽³⁾	D	
					⁽²⁾		

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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barlow Jeff D. 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825			Chief Legal Officer	

Signatures

Jeff D. Barlow 01/03/2019

**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.
The purchase price is based on the Issuer's common stock lower market price as of the two following dates: (1) July 1, 2018, the first day of the ESPP offering period, and (2) December 31, 2018, the last day of the ESPP offering period. The purchase price was based on the closing price of the Issuer's common stock on June 29, 2018, the last trading day before the offering period, since the first day of the offering period was a non-trading day.
- (2) The shares vest as follows: (i) 22,259 shares are subject to vesting in one-third increments on each of March 1, 2019, March 1, 2020, and March 1, 2021; (ii) an additional 3,158 shares are subject to vesting on each of March 1, 2019 and March 1, 2020; (iii) 3,132 shares are subject to vesting based on the Company's 2018 after tax profit margin; (iv) 3,132 shares are subject to vesting on March 7, 2019; the remainder of the shares are vested.
- (3) The shares vest as follows: (i) 22,259 shares are subject to vesting in one-third increments on each of March 1, 2019, March 1, 2020, and March 1, 2021; (ii) an additional 3,158 shares are subject to vesting on each of March 1, 2019 and March 1, 2020; (iii) 3,132 shares are subject to vesting based on the Company's 2018 after tax profit margin; (iv) 3,132 shares are subject to vesting on March 7, 2019; 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.