

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MOLINA J MARIO MD</u> (Last) (First) (Middle) 15302 CENTRAL AVENUE (Street) CHINO CA 91710 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOLINA HEALTHCARE INC [MOH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former Director
	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	12/11/2017		S ⁽¹⁾		483,880	D	\$73.7133 ⁽²⁾	1,039,395	I	Trust ⁽³⁾
Common Stock	12/12/2017		S ⁽¹⁾		101,612	D	\$74.1379 ⁽⁴⁾	937,783	I	Trust ⁽³⁾
Common Stock	12/11/2017		S ⁽¹⁾		53,240	D	\$74.0923 ⁽⁵⁾	61,125	I	Trust ⁽⁶⁾
Common Stock								63,799	I	Trust ⁽⁷⁾
Common Stock								65,282	I	Trust ⁽⁸⁾
Common Stock								151,630	I	Trust ⁽⁹⁾
Common Stock								106,000	I	Foundation ⁽¹⁰⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Sale pursuant to the Rule 10b5-1 Trading Plan of Dr. Molina.
- Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.50 to \$73.89. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.48 to \$75.53. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.50 to \$74.45. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.
- The shares are owned by Dr. Molina's spouse, Therese A. Molina, as trustee of the MM GRAT 915/3.
- The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- The shares are owned by JMM GRAT 716/3, of which Dr. Molina is the beneficiary.
- The shares are owned by the Molina Family Foundation, of which Dr. Molina is president.

Remarks:

Dr. Molina resigned from the Issuer's board of directors on December 13, 2017.

/s/ Joseph M. Molina, M.D., by
Karen Calhoun, Attorney-in- 12/13/2017
Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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