Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

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

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

oress of F orman	Reporting Person										MO	Н]			all app Direct Office	olicable) ctor er (give title		10% C	wner (specify	
(Last) (First) (Middle) 300 UNIVERSITY AVENUE SUITE 100				3. Date of Earliest Transaction (Month/Day/Year) 07/01/2016										below) A below) Pres, MMS						
				4. If	Ame	endment,	Date o	f Origina	l Filed	(Month/Da	ay/Ye	ear)			Form Form	n filed by One n filed by Moi	e Repo	orting Pers	on	
	Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, o	r Ben	efici	ally	Owne	ed				
			2. Transaction Date (Month/Day/Year)		ar) l	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.						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)			
								Code	v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				(
Common Stock				07/01/2016				A ⁽¹⁾		415		A	\$49	9.9 ⁽²⁾ 4		47,090 ⁽³⁾		D		
	Та														vned					
onversion Exercise rice of erivative ecurity	Date (Month/Day/Year)	Execution D if any	Date, Tr			n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			Amour		ount	Deri Secu (Inst	vative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
) v×ev	(First SITY A (State of the content	(First) (SITY AVENUE TO CA (State) (Table ty (Instr. 3) Table ty (Instr. 3) Table ty (Instr. 3)	(First) (Middle) SITY AVENUE TO CA 95825 (State) (Zip) Table I - Nor ty (Instr. 3) Table II - I (grersion late (Month/Day/Year) of active (Month/Day/Year) (Month/Day/Year)	(First) (Middle) SITY AVENUE TO CA 95825 (State) (Zip) Table I - Non-Derive (Month/Istate (Month/Istate (e.g., ptotes) (Month/Day/Year) Table II - Derivate (e.g., ptotes) (Month/Day/Year) Table II - Derivate (e.g., ptotes) (Month/Day/Year)	(First) (Middle) SITY AVENUE TO CA 95825 (State) (Zip) Table I - Non-Derivative ty (Instr. 3) 2. Transaction Date (Month/Day/Yea (Month/Day/Yea Table II - Derivative S (e.g., puts, contents) (e.g., puts, contents) (e.g., puts, contents) (e.g., puts, contents) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) SITY AVENUE TO CA 95825 (State) (Zip) Table I - Non-Derivative Sety (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Secure.ge.g., puts, calls (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (E.g., puts, calls any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) SITY AVENUE 3. Date of Earlies 07/01/2016 4. If Amendment, To CA 95825 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warration Date (Month/Day/Year) (e.g., puts, calls, warration Code (Instr. 8) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) SITY AVENUE 3. Date of Earliest Trans 07/01/2016 4. If Amendment, Date of Execution Date of Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acques (e.g., puts, calls, warrants, or earlier of particular of the content of the conten	(First) (Middle) SITY AVENUE 3. Date of Earliest Transaction (NO7/01/2016 4. If Amendment, Date of Origina Table I - Non-Derivative Securities Acquired, ty (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option Code (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date	(First) (Middle) SITY AVENUE 3. Date of Earliest Transaction (Month/07/01/2016 4. If Amendment, Date of Original Filed Table I - Non-Derivative Securities Acquired, Distension (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Distension (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of Obligative of Date (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Pear) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, contension of Obligative Securities Acquired (A) or Obligosed of (D) (Instr. 3, 4 and 5) Date Date	(First) (Middle) SITY AVENUE 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2016 4. If Amendment, Date of Original Filed (Month/Day Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertited (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertited (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertited (Month/Day/Year) (Month/Day/Year) 4. S. Number of Original Filed (Month/Day/Year) (Month/Day/Year) (A. Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertited (Month/Day/Year) 5. Number of Original Filed (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) SITY AVENUE 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2016 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or ty (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	MOLINA HEALTHCARE INC MOH	MOLINA HEALTHCARE INC MOH (Instr. 3)	Check Chec	MOLINA HEALTHCARE INC MOH Check all appoints of the policy of the	Check all applicable Director Officer (give title below) Pres.	(First) (Middle) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A. Deemed (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction (Month/Day/Year) 4. Deemed (Month/Day/Year) 5. Amount (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 4. Deemed (Month/Day/Year) 5. Number of of Original Filed (Month/Day/Year) 6. Original Filed (Month/Day/Year) 7. Transaction (Disposed of, Original Filed (Month/Day/Year) 8. Amount of Securities (Month/Day/Year) 8. Appear (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 8. Price of Derivative Securities (Month/Day/Year) 8. Price of Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 8. Price of Disposed of Original Filed (Month/Day/Year) 8. Original Filed (Month/Day/Year) 8. Amount of Securities (Month/Day/Year) 8. Amount of Original Filed (Month/Day/Year) 8. Original Filed (Month/Day/Year) 8. Original Filed (Month/Day/Year) 8. Amount of Original Filed (Month/Day/Year) 8. Original Filed (Month/Day/Year) 8. Original Filed (Month/Day/Year) 8. Original Filed (Month/Day/Year) 8. Amount of Original Filed (Month/Day/Year) 8. Original Filed (Month/Day/Year)	MOLINA HEALTHCARE INC [MOH] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (TO CA 95825 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Transaction (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (b) (Instr. 4) 4. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (b) (Instr. 4) 4. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 4. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 4. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 4. Transaction Date (c.g., puts, calls, warrants, options, convertible securities) 4. Transaction Date (c.g., puts, calls, warrants, options, convertible	

Explanation of Responses:

- 1. The shares were acquired under the Molina Healthcare, Inc. 2011 Employee Stock Purchase Plan.
- 2. Represents the closing price of Issuer's common stock on June 30, 2016. The purchase price is based on the stock's lower market price as of the two following dates: (1) January 1, 2016, the first day of the ESPP offering period, and (2) June 30, 2016, the last day of the ESPP offering period.
- 3. The shares vest as follows: 6,721 shares shall vest on each of March 1, 2017 and March 1, 2018; 3,648 shares shall vest on March 1, 2019; and 1,823 shares shall vest on March 1, 2020. The remainder of the shares are vested.

Remarks:

<u>Jeff D. Barlow, by power of</u> <u>attorney for Norman Nichols.</u>

07/05/2016

** Signature of Reporting Person

Date

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

- * 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.

Know all by these presents, that the undersigned hereby constitutes and appoints Jeff D. Barlow and Codruta Catanescu, and each acting singly, the undersigned's true and lawful attorney-in-fact to:

- 1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Molina Healthcare, Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar; and
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transaction in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of January, 2011.

/s/ Norman Nichols Signature

Norman Nichols Printed Name

Exhibit 24.1