

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
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1. Name and Address of Reporting Person* <u>Barlow Jeff D.</u>  (Last) (First) (Middle) 300 UNIVERSITY AVENUE SUITE 100  (Street) SACRAMENTO CA 95825  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/01/2017		A <sup>(1)</sup>		9,474	A	\$49.4 <sup>(2)</sup>	82,691	D	
Common Stock	03/01/2017		F <sup>(3)</sup>		798	D	\$49.4 <sup>(2)</sup>	81,893	D	
Common Stock	03/01/2017		F <sup>(4)</sup>		709	D	\$49.4 <sup>(2)</sup>	81,184	D	
Common Stock	03/01/2017		D <sup>(5)</sup>		17,518	D	\$0	63,666 <sup>(6)(7)</sup>	D	

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:

- Grant of restricted stock under the Issuer's 2011 Equity Incentive Plan.
- Represents the closing price of the Issuer's common stock on March 1, 2017.
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 2,123 shares on March 1, 2017.
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 1,885 shares on March 1, 2017, upon the Company's fiscal year 2016 annual premium revenue achievement.
- Represents the forfeiture of performance-based restricted stock grants granted to the Reporting Person on each of March 1, 2014, April 1, 2015, and March 7, 2016 that were eligible to vest upon certain financial performance objectives. Upon grant, the target vesting amounts were reported in Table 1 of Form 4. The Company determined that, based on the Company's performance over the applicable performance period, the shares are forfeited.
- The shares vest as follows: (i) the 9,474 newly granted shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020; (ii) 3,132 shares shall vest based on the Company's 2017 after tax profit margin; (iii) 3,132 shares shall vest based on the Company's 2018 after tax profit margin; (iv) 3,132 shares shall vest based upon the Company's 2016 STARS ratings; (v) 3,132 shares shall vest based upon the Company's 2017 STARS ratings; (vi) 6,264 shares shall vest upon the Company's achievement of certain business development targets; (vii) 9,395 shares shall vest in one-third increments, on each of March 7, 2017, March 7, 2018, and March 7, 2019; continued
- (viii) 1,885 shares shall vest based on the Company's 2017 annual premium revenue achievement; (ix) 1,885 shares shall vest based on the Company's 2017 net profit margin achievement; (x) 1,885 shares shall vest based on pre-tax income in fiscal year 2017; (xi) 1,885 shares shall vest upon the Company's achieving a three-year Total Stockholder Return (TSR) for the three-year period ending December 31, 2017 as determined by ISS calculations that is greater than the median TSR achieved by the Company's 2015 ISS peer group; and (xii) 3,770 shares shall vest one half on each of April 1, 2017, and April 1, 2018; the remainder of the shares are vested.

Remarks:

Jeff D. Barlow 03/03/2017  
 \*\* 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.

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