FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

l	OMB APPRO	VAL							
	OMB Number:	3235-0287							
	Estimated average burden								
	hours per response:	0.5							

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

1. Name and Address of Reporting Person* MOLINA JOHN C (Last) (First) (Middle) 300 UNIVERSITY AVE., SUITE 100					2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH] 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2017									S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) CFO Individual or Joint/Group Filing (Check Applicable)				
(Street) SACRAMENTO CA 95825 (City) (State) (Zip)				4. II Amenument, Date of Original Filed (Month/Day/Year)										Line))			
1. Title of Security (Instr. 3) 2. Transact Date				ction 2A. Deemed Execution Date,			3. Transaction Code (Instr. 8)		4. Securities Acquired (A)			or 5. Amoun Securities Beneficial Owned Fo		ount of ties cially Following ed	Form: Direct	7. Nature of Indirect t Beneficial Ownership (Instr. 4)		
							Code	v	Amount		(A) or (D)	Pric	е	Transaction(s) (Instr. 3 and 4)				
Common Stock			04/01/2	04/01/2017				F ⁽¹⁾		2,105		D	\$4	5.6 ⁽²⁾	90,353(3)(4)(5)(6)		D	
Common Stock															62	22,074	I	Trustee of Family Trust ⁽⁷⁾
Common Stock															602	,643(8)(9)	D	
Common Stock														11,154			D ⁽¹⁰⁾	
	Та														wned			
Derivative Conversion Date Execution Date, To Courty or Exercise (Month/Day/Year) if any		ransact Code (In:	ofin Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Yea		e ar)	Amour or Numbe		nstr.	Der Sec (Ins	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
	VERSITY A WENTO CA (St. Stock Stock Stock Stock Conversion or Exercise Price of Derivative	(First) (VERSITY AVE., SUITE 10 MENTO CA (State) (Table Security (Instr. 3) Stock Stock Stock Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) VERSITY AVE., SUITE 100 MENTO CA 95825 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Stock Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	(First) (Middle) VERSITY AVE., SUITE 100 MENTO CA 95825 (State) (Zip) Table I - Non-Deriva Security (Instr. 3) 2. Transact Date (Month/Da Stock 04/01/2 Stock Table II - Derivativ (e.g., pu 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) 2. Security (Month/Day/Year) 3. Transaction Date if any (Month/Day/Year) 3. 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Explanation of Responses:

- 1. The shares were applied to the payment of withholding taxes arising in connection with the vesting of 4,034 shares on April 1, 2017.
- 2. Represents the closing price of the Issuer's common stock on March 31, 2017.
- 3. 4,034 shares vest based on the Company's 2017 annual premium revenue achievement; 4,034 shares vest based on the Company's 2017 net profit margin achievement; 4,034 shares vest based on pre-tax income in fiscal year 2017; 4,034 shares shall vest on April 1, 2018. See 2015 Definitive Proxy Statement.
- 4. 6,600 shares shall vest based on the Company's 2017 after tax profit margin; 6,600 shares shall vest based on the Company's 2018 after tax profit margin; 6,600 shares shall vest based upon the Company's 2017 STARS ratings; 13,200 shares shall vest upon the Company's achievement of certain business development targets; 6,600 shares shall vest on each of March 7, 2018, and March 7, 2019.
- 5. 20,041 shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020.
- 6. Excludes 1,929 shares after tax withholding now shown as fully vested.
- 7. The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- 8. All of these shares are fully vested.
- 9. Includes 1,929 shares vested on April 1, 2017 net of shares withheld for payment of taxes.
- 10. The shares are owned by Mr. Molina and his spouse as community property.

John C. Molina, by Karen I. Calhoun, Attorney-in-Fact ** Signature of Reporting Person

04/04/2017

Date

Remarks:

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.