

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>MOLINA J MARIO MD</u> (Last) (First) (Middle) 300 UNIVERSITY AVE., 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) President & CEO / Settlor-Molina Siblings Trust
	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2015	
	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	05/05/2015		s ⁽¹⁾		34,000	D	\$58.4607 ⁽²⁾	839,507 ⁽³⁾	I	Trust ⁽⁴⁾
Common Stock								337,307 ⁽⁵⁾⁽⁶⁾⁽⁷⁾	D	
Common Stock								18,920	I	Trust ⁽⁸⁾
Common Stock								18,920	I	Trust ⁽⁹⁾
Common Stock								18,920	I	Trust ⁽¹⁰⁾
Common Stock								19,280	I	Trust ⁽¹¹⁾
Common Stock								1,362	I	Trust ⁽¹²⁾
Common Stock								1,362	I	Trust ⁽¹³⁾
Common Stock								1,361	I	Trust ⁽¹⁴⁾
Common Stock								1,361	I	Trust ⁽¹⁵⁾
Common Stock								184,026	I	Trust ⁽¹⁶⁾
Common Stock								22,750	I	Manager of limited liability company ⁽¹⁷⁾
Common Stock								65,282	I	Trust ⁽¹⁸⁾
Common Stock								25,082	I	Trust ⁽¹⁹⁾
Common Stock								159,996	I	Trust ⁽²⁰⁾
Common Stock								83,087	I	Trust ⁽²¹⁾
Common Stock								83,087	I	Trust ⁽²²⁾

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					
Stock Option (Right to Buy)	\$20.88							(23)	03/01/2017	Common Stock		54,000	D	

Explanation of Responses:

1. Sale pursuant to the Rule 10b5-1 Trading Plan of Dr. Molina.
2. Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$57.96 to \$59.6350. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
3. Includes 201,587 shares previously distributed by the Molina Siblings Trust to its beneficiaries in a non-reportable transaction.
4. The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
5. 46,715 shares shall vest upon the Company achieving total revenue in any of the 2013, 2014, or 2015 fiscal years equal to or greater than \$12 billion; and 15,572 shares vest on March 1, 2016.
6. 38,216 of such shares vest in one-half increments on each of March 1, 2016 and March 1, 2017. 19,108 of such shares vest upon the Company achieving three-year Total Stockholder Return (TSR) as determined by ISS calculations that is greater than the median TSR achieved by the Company's ISS peer group for the three-year period ending December 31, 2016. 47,771 of such shares vest upon the Company achieving a three-year EBITDA margin percentage for the three-year period ending December 31, 2016 equal to or greater than 4.0%. 47,771 of such shares vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016.
7. 122,154 shares vest as follows: (i) 12,215 shares vest based on the Company's fiscal year 2016 annual premium revenue achievement; (ii) 12,215 shares vest based on the Company's fiscal year 2016 net profit margin achievement; (iii) 12,215 shares vest based on the Company's pre-tax income in fiscal year 2016; (iv) 12,215 shares vest based on the Company's 2017 annual premium revenue achievement; (v) 12,215 shares vest based on the Company's 2017 net profit margin achievement; (vi) 12,215 shares vest based on pre-tax income in fiscal year 2017; (vii) 12,215 shares vest upon the Company's achieving a three-year 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 (viii) 36,649 shares shall vest in one-third increments over three years, on each of April 1, 2016, April 1, 2017, and April 1, 2018. See 2015 Definitive Proxy Statement.
8. The shares are owned by Dr. Molina, as trustee of the David M.F. Molina Trust No. 2 dated 5/14/2003.
9. The shares are owned by Dr. Molina, as trustee of the Mary Clare F. Molina Trust No. 2 dated 5/14/2003.
10. The shares are owned by Dr. Molina, as trustee of the Colleen A.F. Fox Trust No. 2 dated 5/14/2003.
11. The shares are owned by Dr. Molina, as trustee of the Carley A.F. Fox Trust No. 2 dated 5/14/2003.
12. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.
13. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.
14. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.
15. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carley F. Fox dated 12/3/2008.
16. The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.
17. The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
18. The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
19. The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
20. The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
21. The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
22. The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.
23. The options are fully vested.

Remarks:

/s/ Joseph M. Molina, M.D., by
Karen Calhoun, Attorney-in- 05/07/2015
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.

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