

OMB APPROVAL	
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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

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>03/01/2018</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	03/01/2018		F ⁽¹⁾		658	D	\$71.88 ⁽²⁾	48,844	D	
Common Stock	03/01/2018		F ⁽³⁾		1,093	D	\$71.88 ⁽²⁾	47,751	D	
Common Stock	03/01/2018		D		10,034	D ⁽⁴⁾	\$0	37,717	D	
Common Stock	03/01/2018		A ⁽⁵⁾		22,259	A	\$71.88 ⁽²⁾	59,976 ⁽⁶⁾	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:

- The shares were applied to payment of withholding taxes in connection with vesting of 1,885 shares on March 1, 2018, which vested upon the compensation committee's certification of the Company's 2017 annual premium revenue metric achievement.
- Represents the closing price of the Issuer's common stock on March 1, 2018.
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 3,158 shares on March 1, 2018.
- Represents forfeiture of performance-based restricted stock granted to Reporting Person on April 1, 2015 and March 7, 2016, which were subject to vesting upon certain financial performance objectives that were not achieved.
- Grant of restricted stock under the Issuer's 2011 Equity Incentive Plan, as amended.
- The shares vest as follows: (i) the 22,259 newly granted shares vest in one-third increments on each of March 1, 2019, March 1, 2020, and March 1, 2021; (ii) 3,158 shares shall vest on each of March 1, 2019 and March 1, 2020; (iii) 3,132 shares shall vest based on the Company's 2018 after tax profit margin; (iv) 4,698 shares shall vest upon the Company's achievement of certain business development targets; (v) 6,263 shares shall vest in two increments on each of March 7, 2018 and March 7, 2019; (vi) 1,885 shares shall vest on April 1, 2018; the remainder of the shares are vested.

Remarks:

Jeff D. Barlow 03/02/2018

** 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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