

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
Estimated average burden hours per response:	0.5

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) 03/01/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	03/01/2014		F ⁽¹⁾		24,376	D	\$37.68 ⁽²⁾	579,679 ⁽³⁾	D	
Common Stock	03/01/2014		F ⁽⁴⁾		11,178	D	\$37.68 ⁽²⁾	589,922 ⁽³⁾	D	
Common Stock	03/01/2014		A ⁽⁵⁾		191,083	A	\$37.68 ⁽²⁾	268,942 ⁽⁶⁾⁽⁷⁾	D	
Common Stock								22,750	I	Manager of limited liability company ⁽⁸⁾
Common Stock								317,293	I	Trustee of trust ⁽⁹⁾
Common Stock								86,764	I	Trustee of trust ⁽¹⁰⁾
Common Stock								25,082	I	Trust ⁽¹¹⁾
Common Stock								240,000	I	General partner of family partnership ⁽¹²⁾
Common Stock								184,131	I	Trust ⁽¹³⁾
Common Stock								1,362	I	Trust ⁽¹⁴⁾
Common Stock								1,362	I	Trust ⁽¹⁵⁾
Common Stock								1,361	I	Trust ⁽¹⁶⁾
Common Stock								1,361	I	Trust ⁽¹⁷⁾
Common Stock								83,087	I	Trust ⁽¹⁸⁾
Common Stock								83,087	I	Trust ⁽¹⁹⁾

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)					

**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							(20)	03/01/2017	Common Stock	54,000	54,000	D	

Explanation of Responses:

- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 46,714 shares on March 1, 2014, which vested upon the Company achieving three-year EBITDA margin for the three-year period ending December 31, 2013, equal to or greater than 2.5%. The achievement of such EBITDA margin was certified on March 1, 2014.
- Represents the closing price (and selling price) of the Issuer's common stock on March 1, 2014.
- All of these shares are fully vested. Includes shares that vested on March 1, 2014.
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 21,421 shares on March 1, 2014.
- Grant of restricted stock subject to vesting under the 2011 Equity Incentive Plan.
- 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; 15,572 shares vest on March 1, 2015; and 15,572 shares vest on March 1, 2016.
- 57,325 of such shares vest in one-third increments on each of March 1, 2015, 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. 19,108 of such shares vest on March 1, 2015 contingent upon the Company achieving a one-year TSR as determined by ISS calculations for fiscal year 2014 that is greater than the average TSR achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014. 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.
- The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
- The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.
- The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- 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.
- 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.
- The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.
- 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.
- The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.
- The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
- The options are fully vested.

Remarks:

/s/ Joseph M. Molina, M.D., by
Karen Calhoun, Attorney-in-Fact 03/04/2014

** 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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