

<b>OMB APPROVAL</b>	
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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>MOLINA J MARIO MD</u>  (Last) (First) (Middle) <u>15302 CENTRAL AVENUE</u>  (Street) <u>CHINO CA 91710</u>  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2017</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	12/04/2017		s <sup>(1)</sup>		15,000	D	\$78.5167 <sup>(2)</sup>	1,087,783 <sup>(3)</sup>	I	Trust <sup>(4)</sup>
Common Stock								114,365	I	Trust <sup>(5)</sup>
Common Stock								63,799 <sup>(6)</sup>	I	Trust <sup>(7)</sup>
Common Stock								65,282	I	Trust <sup>(8)</sup>
Common Stock								151,630	I	Trust <sup>(9)</sup>
Common Stock								106,000	I	Foundation <sup>(10)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

**Explanation of Responses:**

- Sale pursuant to the Rule 10b5-1 Trading Plan of Dr. Molina.
- Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$77.17 to \$80.74. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- Excludes 106,000 shares previously transferred to the Molina Family Foundation in a non-reportable transaction. Excludes 136,000 shares previously transferred to non-affiliates in a non-reportable transaction. Includes 59,157 shares previously transferred from the MM GRAT 915/3 in a non-reportable transaction.
- The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.
- Excludes 59,159 shares previously transferred to the J. Marion Molina Separate Property Trust in a non-reportable transaction.
- The shares are owned by Dr. Molina's spouse, Therese A. Molina, as trustee of the MM GRAT 915/3.
- 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 716/3, of which Dr. Molina is the beneficiary.
- The shares are owned by the Molina Family Foundation, of which Dr. Molina is president.

**Remarks:**

/s/ Joseph M. Molina, M.D., by  
Karen Calhoun, Attorney-in-Fact      12/05/2017

\*\* 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.

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.