

**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* <b>MOLINA J MARIO MD</b>  (Last) (First) (Middle) <b>300 UNIVERSITY AVE., SUITE 100</b>  (Street) <b>SACRAMENTO CA 95825</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MOLINA HEALTHCARE INC [ MOH ]</b>	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) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/07/2017</b>	
	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	03/07/2017		F <sup>(1)</sup>		6,828	D	\$48.52 <sup>(2)</sup>	379,542	I	Trust <sup>(3)</sup>
Common Stock	03/07/2017		F <sup>(4)</sup>		3,414	D	\$48.52 <sup>(2)</sup>	376,128	I	Trust <sup>(3)</sup>
Common Stock	03/07/2017		F <sup>(5)</sup>		6,828	D	\$48.52 <sup>(2)</sup>	369,300 <sup>(6)(7)(8)</sup>	I	Trust <sup>(3)</sup>
Common Stock								469,184	I	Trust <sup>(9)</sup>
Common Stock								122,956	I	Trust <sup>(10)</sup>
Common Stock								18,920	I	Trust <sup>(11)</sup>
Common Stock								18,920	I	Trust <sup>(12)</sup>
Common Stock								18,920	I	Trust <sup>(13)</sup>
Common Stock								19,280	I	Trust <sup>(14)</sup>
Common Stock								1,362	I	Trust <sup>(15)</sup>
Common Stock								1,362	I	Trust <sup>(16)</sup>
Common Stock								1,361	I	Trust <sup>(17)</sup>
Common Stock								1,361	I	Trust <sup>(18)</sup>
Common Stock								65,282	I	Trust <sup>(19)</sup>
Common Stock								25,082	I	Trust <sup>(20)</sup>
Common Stock								137,972	I	Trust <sup>(21)</sup>
Common Stock								83,087	I	Trust <sup>(22)</sup>
Common Stock								83,087	I	Trust <sup>(23)</sup>
Common Stock								200,000	I	Trust <sup>(24)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 13,084 shares on March 7, 2017 based upon the Company's 2016 STARS rating achievement.
- Represents the closing price of the Issuer's common stock on March 7, 2017.
- The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.
- The shares were applied to the payment of withholding taxes arising in connection with the vesting of 6,542 shares on March 7, 2017, upon the Company's achievement of a certain business development

target (Board approved acquisition).

5. The shares were applied to the payment of withholding taxes arising in connection with the vesting of 13,084 shares on March 7, 2017.

6. 12,215 shares vest based on the Company's 2017 annual premium revenue achievement; 12,215 shares vest based on the Company's 2017 net profit margin achievement; 12,215 shares vest based on pre-tax income in fiscal year 2017; 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 24,432 shares shall vest in one-half increments over two years, on each of April 1, 2017, and April 1, 2018. See 2015 Definitive Proxy Statement.

7. 13,084 shares shall vest based on the Company's 2017 after tax profit margin; 13,084 shares shall vest based on the Company's 2018 after tax profit margin; 13,084 shares shall vest based upon the Company's 2017 STARS ratings; 26,168 shares shall vest upon the Company's achievement of certain business development targets; 13,283 shares shall vest on each of March 7, 2018, and March 7, 2019.

8. 58,300 shares shall vest in one-third increments over three years, on each of March 1, 2018, March 1, 2019, and March 1, 2020.

9. The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.

10. The shares are owned by Dr. Molina's spouse, Therese A. Molina, as trustee of the MM GRAT 915/3.

11. The shares are owned by Dr. Molina, as trustee of the David M.F. Molina Trust No. 2 dated 5/14/2003.

12. The shares are owned by Dr. Molina, as trustee of the Mary Clare F. Molina Trust No. 2 dated 5/14/2003.

13. The shares are owned by Dr. Molina, as trustee of the Colleen A.F. Fox Trust No. 2 dated 5/14/2003.

14. The shares are owned by Dr. Molina, as trustee of the Carley A.F. Fox Trust No. 2 dated 5/14/2003.

15. 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.

16. 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.

17. 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.

18. 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.

19. The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.

20. The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.

21. The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.

22. The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.

23. The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.

24. The shares are owned by JMM GRAT 716/3, of which Dr. Molina is the beneficiary.

#### Remarks:

/s/ Joseph M. Molina, M.D., by  
Karen Calhoun, Attorney-in- 03/08/2017  
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.

**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.**