

(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.

7. The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
8. Includes 558,326 shares previously transferred in a non-reportable transaction.
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 JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
11. The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
12. The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
13. Includes 28920 shares previously transferred in a non-reportable transaction.
14. 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.
15. 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.
16. 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.
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, as trustee of the Julius Avery Battiste Trust IV.
19. The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.
20. The options are fully vested.

Remarks:

/s/ Joseph M. Molina, M.D., by
Karen Calhoun, Attorney-in- 11/07/2014
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.