

MOLINA J MARIO MD
 Form 4/A
 December 13, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOLINA J MARIO MD

2. Issuer Name and Ticker or Trading Symbol
MOLINA HEALTHCARE INC [MOH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 15302 CENTRAL AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2017

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 Other (specify below)
 Former Director

CHINO, CA 91710
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
 12/13/2017

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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)
				(A) or (D)	Price		
Common Stock	12/11/2017		S(1)	48,388	D 73.7133	1,039,395	I Trust (3)
					\$ (2)		
Common Stock	12/12/2017		S(1)	101,612	D 74.1379	937,783	I Trust (3)
					\$ (4)		
Common Stock	12/11/2017		S(1)	53,240	D 74.0923	61,125	I Trust (6)
					\$ (5)		
Common Stock						63,799	I Trust (7)

Explanation of Responses:

- * 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).
- (1) Sale pursuant to the Rule 10b5-1 Trading Plan of Dr. Molina.
- (2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.50 to \$73.89. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (3) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- (4) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.48 to \$75.53. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (5) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$73.50 to \$74.45. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (6) The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.
- (7) The shares are owned by Dr. Molina's spouse, Therese A. Molina, as trustee of the MM GRAT 915/3.
- (8) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (9) The shares are owned by JMM GRAT 716/3, of which Dr. Molina is the beneficiary.
- (10) The shares are owned by the Molina Family Foundation, of which Dr. Molina is president.

Remarks:

Dr. Molina resigned from the Issuer's board of directors on December 13, 2017. This amendment corrects the number of shares

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.