

MOLINA JOHN C  
 Form 4  
 September 14, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2009  
 Estimated average burden hours per response... 0.5

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 JOHN C**  
  
 (Last) (First) (Middle)  
 2277 FAIR OAKS BLVD., SUITE 440  
  
 (Street)  
 SACRAMENTO, CA 95825  
  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 09/14/2009

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CFO / Trustee/Settlor Siblings Trust

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                                                                                         |                                                          |                                                       |   |                                        |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                                       |   |                                        |
| Common Stock                    | 09/14/2009                           |                                                    | S <sup>(1)</sup>               | 19,051                                                            | D                                                                                             | \$<br>21,0572<br><u>(2)</u>                              | 503,225                                               | D |                                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 2,465,102                                             | I | Trustee of Family Trust <sup>(3)</sup> |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 30,297                                                | I | Trustee of Family Trust <sup>(4)</sup> |
| Common                          |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 578,434                                               | D |                                        |

|              |  |                       |                  |                                        |
|--------------|--|-----------------------|------------------|----------------------------------------|
| Stock        |  |                       |                  |                                        |
| Common Stock |  | 38,636 <sup>(5)</sup> | D <sup>(6)</sup> |                                        |
| Common Stock |  | 38,806                | I                | Trustee of Family Trust <sup>(7)</sup> |
| Common Stock |  | 50,394                | I                | Trustee of Family Trust <sup>(8)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy)                | \$ 31.32                                               |                                      |                                                    |                                |                                                                                         | 03/01/2008 <sup>(9)</sup> 03/01/2017                     | Common Stock                                                  | 36,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |         |                                |
|--------------------------------------------------------------------------|---------------|-----------|---------|--------------------------------|
|                                                                          | Director      | 10% Owner | Officer | Other                          |
| MOLINA JOHN C<br>2277 FAIR OAKS BLVD., SUITE 440<br>SACRAMENTO, CA 95825 | X             | X         | CFO     | Trustee/Settlor Siblings Trust |

## Signatures

/s/ John C. Molina, by Karen I. Calhoun,  
Attorney-in-Fact

09/14/2009

\_\_Signature of Reporting Person

Date

## 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 the Reporting Person.
  - (2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$20.87 to \$21.38. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
  - (3) The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
  - (4) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.  
15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2008. 3,900 of such shares vested on 3/1/2009,
  - (5) and the balance vest in one-third increments on 3/1/2010, 3/1/2011 and 3/1/2012. 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2009 and vest in one-quarter increments on 3/1/2010, 3/1/2011, 3/1/2012 and 3/1/2013.
  - (6) The shares are owned by Mr. Molina and his spouse as community property.
  - (7) The shares are owned by the John C. Molina Remainder Trust I, of which Mr. Molina is the trustee and beneficiary.
  - (8) The shares are owned by the M/T Molina Children's Education Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
  - (9) The options vest in one-fourth increments on each of 3/1/2008, 3/1/2009, 3/1/2010 and 3/1/2011.

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.