

DENTINO WILLIAM
Form 4/A
February 09, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
DENTINO WILLIAM

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Trustee of trust owners

(Last) (First) (Middle)
3300 DOUGLAS BLVD., SUITE 430

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2010

ROSEVILLE, CA 95661

4. If Amendment, Date Original Filed(Month/Day/Year)
12/30/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/29/2010 | | G | V 7,020 D \$ 0 (1) | 1,770,434 (2) | D | (3) |
| Common Stock | | | | | 2,726,907 | D | (4) |
| Common Stock | | | | | 200 | D | (5) |
| Common Stock | | | | | 180,432 | D | (6) |
| Common Stock | | | | | 1,000 | D | (7) |

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| | | | |
|--------------|---------------------|---|---------------------|
| Common Stock | 75,302 | I | Trustee <u>(8)</u> |
| Common Stock | 75,302 | I | Trustee <u>(9)</u> |
| Common Stock | 8,768 | I | Trustee <u>(10)</u> |
| Common Stock | 128,149 | I | Trustee <u>(11)</u> |
| Common Stock | 18,070 | I | Trustee <u>(12)</u> |
| Common Stock | 107,060 | I | Trustee <u>(13)</u> |
| Common Stock | 239,027 | I | Trustee <u>(14)</u> |
| Common Stock | 331,866 | I | Trustee <u>(15)</u> |
| Common Stock | 277,587 | I | Trustee <u>(16)</u> |
| Common Stock | 180,682 <u>(17)</u> | I | Trustee <u>(18)</u> |
| Common Stock | 226,582 <u>(19)</u> | I | Trustee <u>(20)</u> |
| Common Stock | 249,272 <u>(21)</u> | I | Trustee <u>(22)</u> |
| Common Stock | 400,000 | I | Trustee <u>(23)</u> |
| Common Stock | 300,000 | I | Trustee <u>(24)</u> |
| Common Stock | 300,000 | I | Trustee <u>(25)</u> |
| Common Stock | 400,000 | I | Trustee <u>(26)</u> |
| Common Stock | 118,652 | I | Trustee <u>(27)</u> |
| Common Stock | 41,956 | I | Trustee <u>(28)</u> |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| DENTINO WILLIAM 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | | | Trustee of trust owners |
| PEDERSEN CURTIS 6218 EAST 6TH STREET LONG BEACH, CA 90803 | | | | Trustee of trust owners |
| MARY R MOLINA LIVING TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | X | | |
| MOLINA MARITAL TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | X | | |

Signatures

| | |
|--|------------|
| William Dentino, by Karen Calhoun, Attorney-In-Fact | 02/09/2011 |
| __Signature of Reporting Person | Date |
| Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact | 02/09/2011 |
| __Signature of Reporting Person | Date |
| William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact | 02/09/2011 |
| __Signature of Reporting Person | Date |
| William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact | 02/09/2011 |

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) Price not applicable to a gift.
- (2) Includes an aggregate of 243,464 shares previously transferred from MRM GRAT 1209/2, MRM GRAT 1209/3 and MRM GRAT 1209/4 in non-reportable transactions. Excludes an aggregate of 400,000 shares previously transferred to MRM GRAT 1210/4 in a non-reportable transaction.
- (3) The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (4) The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (5) The shares are owned by Mr. Pedersen.
- (6) The shares are owned by the MRM GRAT 508/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (7) The shares are owned by Mr. Dentino.
- (8) The shares are owned by the MRM GRAT 905/7A, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (9) The shares are owned by the MRM GRAT 905/7B, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (10) The shares are owned by the MRM GRAT 507/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (11) The shares are owned by the MRM GRAT 308/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (12) The shares are owned by the MRM GRAT 1108-2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (13) The shares are owned by the MRM GRAT 1108-3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (14) The shares are owned by the MRM GRAT 609-2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (15) The shares are owned by the MRM GRAT 609-4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (16) The shares are owned by the MRM GRAT 609-7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (17) Excludes 119,318 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (18) The shares are owned by the MRM GRAT 1209/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (19) Excludes 73,418 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (20) The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (21) Excludes 50,728 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (22) The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (23) The shares are owned by MRM GRAT 610/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (24) The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (25) The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (26) The shares are owned by MRM GRAT 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (27) The shares are owned by the Josephine M. Molina Trust (1995), of which Mr. Dentino and Josephine M. Molina (formerly Battiste) are co-trustees. The co-trustee with Ms. Molina was previously reported in error as Mr. Molina.
- (28) The shares are owned by the Molina Children's Trust for Josephine M. Molina (1997), of which Mr. Dentino and Josephine M. Molina (formerly Battiste) are co-trustees.

Remarks:

This amendment was filed to remove the inclusion in error of 43,594 shares which had been owned by MRM GRAT 1206/4 and

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

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