

MOLINA J MARIO MD
 Form 4
 November 20, 2009

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)
 2277 FAIR OAKS BLVD., SUITE 440
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/19/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO / Settlor-Molina Siblings Trust

SACRAMENTO, CA 95825

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/19/2009 | | G ⁽¹⁾ | 610 A | \$ 0 (1) 204,008 ⁽²⁾ | D | |
| Common Stock | | | | | 89,868 | I | Trustee of trust ⁽³⁾ |
| Common Stock | | | | | 50,000 | I | Trust ⁽⁴⁾ |
| Common Stock | | | | | 50,000 | I | Trust ⁽⁵⁾ |
| Common Stock | | | | | 82,700 | I | Sole manager of |

| | | | | |
|--------------|--|---------|---|---|
| Common Stock | | 38,806 | I | limited liability company ⁽⁶⁾ Trustee of trust ⁽⁷⁾ |
| Common Stock | | 160,000 | I | General partner of family partnership ⁽⁸⁾ |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 31.32 | | | | | Date Exercisable: 03/01/2008 ⁽⁹⁾ Expiration Date: 03/01/2017 | Common Stock | 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| MOLINA J MARIO MD 2277 FAIR OAKS BLVD., SUITE 440 SACRAMENTO, CA 95825 | X | | President & CEO | Settlor-Molina Siblings Trust |

Signatures

/s/ Joseph M. Molina, M.D., by Karen Calhoun,
Attorney-in-Fact

11/20/2009

__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) Gift without consideration from the Mary R. Molina Living Trust.

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, 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. The shares vest in one-quarter increments on 3/1/2010, 3/1/2011, 3/1/2012 and 3/1/2013.

(3) The shares are owned by the Joseph Marion Molina, M.D. Separate Property Trust, of which Dr. Molina is sole trustee.

(4) The shares are owned by JMM GRAT 1208/2, of which Dr. Molina is beneficiary.

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

(6) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.

(7) The shares are owned by the Joseph Marion Molina, M.D., Remainder Trust I, of which Dr. Molina is trustee and beneficiary.

The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.

(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.

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