

MOLINA JOHN C
Form 4
March 16, 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 JOHN C

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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
CFO/Trustee / Settlor-Molina Siblings Trust

MOLINA HEALTHCARE,
INC., 2277 FAIR OAKS
BOULEVARD, SUITE 440

(Street)

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

SACRAMENTO, CA 95825-0001

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/16/2009 | | S ⁽¹⁾ | 2,761 D 20.435 ₍₂₎ | 2,468,835 | I | Trustee of Family Trust ⁽³⁾ |
| Common Stock | | | | | 38,636 ⁽⁴⁾ | D ⁽⁵⁾ | |
| Common Stock | | | | | 635,508 | D | |
| Common Stock | | | | | 16,489 | I | Trustee of Family |

| | | | |
|--------------|--------|---|--|
| Common Stock | 13,808 | I | Trust ⁽⁶⁾ Trustee of Family Trust ⁽⁷⁾ |
| Common Stock | 38,806 | I | Trustee of Family Trust ⁽⁸⁾ |
| Common Stock | 50,394 | I | Trustee of Family Trust ⁽⁹⁾ |

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

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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 | | | | | Date Exercisable: 03/01/2008 ⁽¹⁰⁾ Expiration Date: 03/01/2017 | Common Stock | 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| MOLINA JOHN C MOLINA HEALTHCARE, INC. 2277 FAIR OAKS BOULEVARD, SUITE 440 SACRAMENTO, CA 95825-0001 | X | X | CFO/Trustee | Settlor-Molina Siblings Trust |

Signatures

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

03/16/2009

__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 \$20.33 to \$20.79. The Reporting Person undertakes to provide full information about the transaction to the Commissioner 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.

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 and vest in one-quarter increments on 3/1/2010, 3/1/2011, 3/1/2012 and 3/1/2013.
- (4) The shares are owned by Mr. Molina and his spouse as community property.
- (5) The shares are owned by the JCM GRAT 607/5, of which Mr. Molina is a beneficiary.
- (6) The shares are owned by the JCM GRAT 607/2, of which Mr. Molina is a beneficiary.
- (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.
- (10) 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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