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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

obligations may continue. See	Form 5
Instruction 1(b).	ue. <i>See</i>

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPF	ROVAL
OMB Number:	3235-0287
Estimated average bu	ırden
hours per response:	0.5

1. Name and Addre	ess of Reporting Per	'son <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol <u>MOLINA HEALTHCARE INC</u> [ MOH ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title V Other (specify
(Last) 3300 DOUGLA	(First) S BLVD., SUIT	(Middle) E 430	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2010	below) Trustee of trust owners
(Street) ROSEVILLE (City)	CA (State)	95661 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X 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 Disposed Of	Acquired (D) (Insti	l (A) or . 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/08/2010		<b>S</b> <sup>(1)</sup>		25,000	D	\$24.9643 <sup>(2)</sup>	1,933,990 <sup>(3)</sup>	D <sup>(4)</sup>	
Common Stock								2,726,907	D <sup>(5)</sup>	
Common Stock								200	D <sup>(6)</sup>	
Common Stock								180,432	D <sup>(7)</sup>	
Common Stock								1,000	D <sup>(8)</sup>	
Common Stock								75,302	I	Trustee <sup>(9)</sup>
Common Stock								75,302	I	Trustee <sup>(10)</sup>
Common Stock								43,594	I	Trustee <sup>(11)</sup>
Common Stock								8,768	I	Trustee <sup>(12)</sup>
Common Stock								128,149	I	Trustee <sup>(13)</sup>
Common Stock								18,070(14)	I	Trustee <sup>(15)</sup>
Common Stock								107,060(16)	Ι	Trustee <sup>(17)</sup>
Common Stock								239,027	I	Trustee <sup>(18)</sup>
Common Stock								331,866	I	Trustee <sup>(19)</sup>
Common Stock								277,587	I	Trustee <sup>(20)</sup>
Common Stock								300,000	I	Trustee <sup>(21)</sup>
Common Stock								300,000	Ι	Trustee <sup>(22)</sup>
Common Stock								300,000	I	Trustee <sup>(23)</sup>
Common Stock								400,000	I	Trustee <sup>(24)</sup>
Common Stock								300,000	I	Trustee <sup>(25)</sup>
Common Stock								300,000	I	Trustee <sup>(26)</sup>
Common Stock								118,652	I	Trustee <sup>(27)</sup>
Common Stock								41,956	I	Trustee <sup>(28)</sup>

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (a.g., puts, calls, warrants, options, convertible securities)

(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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

1. Title of Derivative Security	2. Conversion or Exercise and Pricing of Sof	Ta 3. Transaction Date (Month/Day/Year)- Reporting Person	3A. Deemed Execution Date, if any	uts, c Code	alls v	5, Warı 5A.Nu of Deriv	ants, m(De)r /ative	ired, Disp options, o ExBatisElatero Expiration Do (Month/Day/)	CONVERTID Expiration is Caddle and ite	Titletle Amou Securi	abolications) abolications) abolications abo	y Owned 8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial															
(Instr:'3) · · ·	<u>INCONTRACTOR OF TRACES OF</u>		(Month/Day/Year)	8)	_	Acquired (A) or Disposed of (D) (Instr. 3, 4		Acquired (A) or Disposed of (D) (Instr. 3, 4		Acquired (A) or Disposed of (D) (Instr. 3, 4		Acquired (A) or Disposed of (D) (Instr. 3, 4		(A) or Disposed of (D) (Instr. 3, 4				Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 3		Derivative Security (Instr. 3	Derivati Security		Security (Inst			Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
	UGLAS BI	LVD., SUITE 43	0		_	and	5)																							
(Street) ROSEV		CA	95661	Code		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares																			
PEDE	RSEN CU	(First)	(Zip) (Middle)																											
(Street)	BEACH	CA	90803																											
(City)		(State)	(Zip)																											
		Reporting Person <sup>*</sup> NA LIVING	TRUST																											
(Last) 3300 D0		(First) LVD., SUITE 43	(Middle) 0																											
(Street) ROSEV	ILLE	CA	95661																											
(City)		(State)	(Zip)																											
		Reporting Person <sup>*</sup> ITAL TRUST																												
(Last) 3300 D0		(First) LVD., SUITE 43	(Middle) 0																											
(Street) ROSEV	TLLE	CA	95661																											
		(0+++-)																												

Explanation of Responses:

(City)

1. Sale pursuant to the Rule 10b5-1 Trading Plan of the Mary R Molina Living Trust.

(State)

2. Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$24.83 to \$25.18. The seller undertakes to provide full information about the transactions to the Commission upon request.

3. Includes 116,418 shares previously transferred from MRM GRAT 1108-2 and 71,707 shares previously from MRM GRAT 1108-3 in non-reportable transactions.

4. The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.

(Zip)

5. The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.

6. The shares are owned by Mr. Pedersen.

7. The shares are owned by the MRM GRAT 508/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.

8. The shares are owned by Mr. Dentino.

9. The shares are owned by the MRM GRAT 905/7A, of which Mr. Dentino and Mr. Pedersen are co-trustees.

10. The shares are owned by the MRM GRAT 905/7B, of which Mr. Dentino and Mr. Pedersen are co-trustees.

- 11. The shares are owned by the MRM GRAT 1206/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- 12. The shares are owned by the MRM GRAT 507/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.

13. The shares are owned by the MRM GRAT 308/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.

14. Excludes 116,418 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.

15. The shares are owned by the MRM GRAT 1108-2, of which Mr. Dentino and Mr. Pedersen are co-trustees.

16. Excludes 71,707 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.

17. The shares are owned by the MRM GRAT 1108-3, of which Mr. Dentino and Mr. Pedersen are co-trustees.

The shares are owned by the MRM GRAT 609-2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 The shares are owned by the MRM GRAT 609-4, of which Mr. Dentino and Mr. Pedersen are co-trustees.

20. The shares are owned by the MRM GRAT 609-7, of which Mr. Dentino and Mr. Pedersen are co-trustees.

21. The shares are owned by the MRM GRAT 1209/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.

22. The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.

23. The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.

24. The shares are owned by MRM GRAT 610/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.

25. The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.

26. The shares are owned by MRM GRAT 610/5, 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:**

Mr. Dentino, Mr. Pedersen, the Mary R. Molina Living Trust and the Molina Marital Trust previously reported individually.

<u>William Dentino, by Karen</u> <u>Calhoun, Attorney-In-Fact</u>	<u>12/10/2010</u>
<u>Curtis Pedersen, by Karen</u> <u>Calhoun, Attorney-In-Fact</u>	<u>12/10/2010</u>
William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney- In-Fact	<u>12/10/2010</u>
William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact ** Signature of Reporting Person	<u>12/10/2010</u> Date
Signature of Reporting Person	Date

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

\* 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).

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

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 Number.