

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 APPROVAL	
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1. Name and Address of Reporting Person* <u>WATT JANET M</u>  (Last) (First) (Middle) <u>MOLINA HEALTHCARE, INC.</u> <u>2277 FAIR OAKS BOULEVARD, SUITE 440</u>  (Street) <u>SACRAMENTO CA 95825-0001</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOLINA HEALTHCARE INC [ MOH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Settlor-Molina Siblings Trust</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/25/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/25/2007		s <sup>(1)</sup>		50	D	\$36.61	41,395	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		150	D	\$36.57	41,245	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		250	D	\$36.55	40,995	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		800	D	\$36.45	40,195	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		200	D	\$36.47	39,995	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		150	D	\$36.35	39,845	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		900	D	\$36.34	38,945	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		150	D	\$36.37	38,795	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		100	D	\$36.33	38,695	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		1,500	D	\$36.32	37,195	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		350	D	\$36.16	36,845	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		300	D	\$36.15	36,545	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		700	D	\$36.14	35,845	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		250	D	\$36.53	35,595	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		200	D	\$36.2	35,395	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		50	D	\$36.24	35,345	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		150	D	\$36.38	35,195	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		s <sup>(1)</sup>		750	D	\$36.46	34,445	I	See footnote <sup>(2)</sup>

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/25/2007		S <sup>(1)</sup>		150	D	\$36.49	34,295	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		200	D	\$36.4	34,095	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		50	D	\$36.44	34,045	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		250	D	\$36.36	33,795	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		600	D	\$36.5	33,195	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		100	D	\$36.54	33,095	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		100	D	\$36.52	32,995	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		150	D	\$36.51	32,845	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		800	D	\$36.42	32,045	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		1,850	D	\$36.41	30,195	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		300	D	\$36.39	29,895	I	See footnote <sup>(2)</sup>
Common Stock	09/25/2007		S <sup>(1)</sup>		200	D	\$36.43	29,695	I	See footnote <sup>(2)</sup>

**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 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)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- The shares were sold under the Rule 10b5-1 Trading Plan of the Reporting Person.
- The shares are owned by the Watt Family Trust, of which Ms. Watt is co-trustee and co-beneficiary.

**Remarks:**

Remarks: This Form 4 is one of two.

Janet M. Watt, by Karen Calhoun, Attorney-in-Fact

09/26/2007

\*\* 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.

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