

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MOLINA J MARIO MD</u>  (Last) (First) (Middle) 300 UNIVERSITY AVE., SUITE 100  (Street) SACRAMENTO CA 95825  (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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  President & CEO / Settlor-Molina Siblings Trust
	3. Date of Earliest Transaction (Month/Day/Year) 07/13/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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 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	07/13/2012		A <sup>(1)</sup>		8,000	A	\$26.63 <sup>(2)</sup>	62,594 <sup>(3)</sup>	D <sup>(4)</sup>	
Common Stock	07/13/2012		F <sup>(5)</sup>		3,735	D	\$26.63 <sup>(2)</sup>	58,859 <sup>(3)</sup>	D <sup>(4)</sup>	
Common Stock								22,750	I	Manager of limited liability company <sup>(6)</sup>
Common Stock								461,132	D	
Common Stock								120,869	I	Trustee of trust <sup>(7)</sup>
Common Stock								107,309	I	Trustee of trust <sup>(8)</sup>
Common Stock								43,131	I	Trust <sup>(9)</sup>
Common Stock								240,000	I	General partner of family partnership <sup>(10)</sup>
Common Stock								250,000	I	Trust <sup>(11)</sup>
Common Stock								1,362	I	Trust <sup>(12)</sup>
Common Stock								1,362	I	Trust <sup>(13)</sup>
Common Stock								1,361	I	Trust <sup>(14)</sup>
Common Stock								1,361	I	Trust <sup>(15)</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)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$20.88							(16)	03/01/2017	Common Stock		54,000	D	

**Explanation of Responses:**

1. Represents shares issued in settlement of performance units granted under the Company's 2011 Equity Incentive Plan pursuant to Rule 16b-3. The units were conditioned upon certification during 2012 of the Company's Medicaid management information system in Idaho by the Centers for Medicare and Medicaid Services (CMS). The CMS certification was satisfied on July 13, 2012.

2. Represents the closing price (and selling price) of the Issuer's common stock on July 13, 2012.
3. The shares were issued pursuant to the Issuer's Equity Incentive Plan and are fully vested. An additional 11,700 vest on March 1, 2013 and 5,850 vest on March 1, 2014.
4. The shares are owned by Dr. Molina and his spouse as community property.
5. In connection with the vesting of 8,000 shares on 7/13/2012, the Reporting Person surrendered 3,735 shares in payment of the taxes associated with the vested shares.
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 J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
8. The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
9. The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
10. 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.
11. The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
12. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.
13. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.
14. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.
15. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.
16. The options are fully vested.

**Remarks:**

/s/ Joseph M. Molina, M.D., by  
Karen Calhoun, Attorney-in- 07/17/2012  
Fact

\*\* 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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