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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Molina Healthcare, Inc**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**13-4204626**

(I.R.S. Employer Identification No.)

**One Golden Shore Drive, Long Beach, CA**

(Address of Principal Executive Offices)

**90802**

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act Registration Statement file number to which this form relates (if applicable): **333-102268**

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

**Common Stock, par  
value \$0.001 per share**

Name of each exchange on which  
each class is to be registered

**New York Stock Exchange, Inc.**

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered**

This Registration Statement relates to the Common Stock, par value \$0.001 per share, of Molina Healthcare, Inc., a Delaware corporation (the "Registrant"). A description of such Common Stock is contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, filed with the Securities and Exchange Commission (the "Commission") on December 30, 2002 (Registration No. 333-102268), as amended, which description is incorporated herein by reference.

**Item 2. Exhibits**

The following exhibits are filed as part of this Registration Statement:

1. Registrant's Certificate of Incorporation (filed with the Commission as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, No. 333-102268, as amended, and incorporated herein by reference).
2. Registrant's Bylaws (filed with the Commission as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, No. 333-102268, as amended, and incorporated herein by reference).
3. Registrant's specimen stock certificate (filed with the Commission as Exhibit 3.5 to the Registrant's Registration Statement on Form S-1, No. 333-102268, as amended, and incorporated herein by reference).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 25, 2003

MOLINA HEALTHCARE, INC.

By: /s/ J. Mario Molina, M.D.

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J. Mario Molina, M.D.  
Chief Executive Officer