## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 OMB Number: Estimated average burden

0.5

hours per response:

# 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

1. Name and Address of Reporting Person*  MOLINA JOHN C					2. Issuer Name <b>and</b> Ticker or Trading Symbol  MOLINA HEALTHCARE INC [ MOH ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner				
A HEALTH	CARE, INC.			09	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2008								X Officer (give title X Other (specify below)  CFO/Trustee / Settlor-Molina Siblings Trust				
(Street) SACRAMENTO CA 95825-0001				_   4.   _	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting				
(City) (State) (Zip)														reison			
	Tab	le I - N	Non-Deri	ivativ	e Sec	curitie	s A	cquire	ed, D	isposed o	of, or B	Benefic	ially	Owned			
Da			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		(A) or			d 5) Securities Beneficially Owned Follo Reported		es ally Following d	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect	
								Code	V	Amount	(A) (I)	Price		(Instr. 3	and 4)		
Stock			09/15/2	2008				S <sup>(1)</sup>		1,773	D	\$31.79	909 <sup>(2)</sup>	2,67	7,229	I	Trustee of Family Trust <sup>(3)</sup>
Stock														676	5,116	D	
Stock														16	,489	I	Trustee of Family Trust <sup>(4)</sup>
Stock														13	,808	I	Trustee of Family Trust <sup>(5)</sup>
Stock														38	,806	I	Trustee of Family Trust <sup>(6)</sup>
Stock														23	,036	<b>D</b> <sup>(7)</sup>	
Common Stock													50,394		I	Trustee of Family Trust <sup>(8)</sup>	
	7	Table I												wned		<u> </u>	<u> </u>
	0.7	lac -	, , ,		calls	·	_			-				p.i. i	·		44
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execut if any	Execution Date, T f any C			n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			of Securities Underlying		D S	erivative ecurity	derivative Securities Beneficially Owned Following Reported	Owner Form: Direct or Indi (I) (Ins	(D) Beneficia Ownersh rect (Instr. 4)
				Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	or Numb of	er				
\$31.32								03/01/2	008 <sup>(9)</sup>	03/01/2017	Commo Stock		00		36,000	) D	
	(Final Amenda of the Amenda of	(First) A HEALTHCARE, INC. IR OAKS BOULEVARD, S MENTO CA  (State)  Tab Security (Instr. 3)  Stock  Stock	(First) (Middle) A HEALTHCARE, INC. R OAKS BOULEVARD, SUITE  MENTO CA 95825-  (State) (Zip)  Table I - N  Security (Instr. 3)  Stock  Stock  Stock  Stock  Table I  2. Conversion Or Exercise Price of Derivative Security  (Month/Day/Year) [Month/Day/Year]	(First) (Middle) A HEALTHCARE, INC. (R OAKS BOULEVARD, SUITE 440)  MENTO CA 95825-0001  (State) (Zip)  Table I - Non-Deri Security (Instr. 3)  Stock  Stock  Stock  Stock  Table II - Deriv (e.g., (Month/Day/Year)  2. (Conversion of Picerod Pericurity (Month/Day/Year)  Stock  Stock  Table II - Deriv (e.g., (Month/Day/Year)	MA JOHN C  (First) (Middle) A HEALTHCARE, INC.  IR OAKS BOULEVARD, SUITE 440  Table I - Non-Derivative (Month/Day/Year)  Stock  Stock  Stock  Table II - Derivative (e.g., puts, price of Derivative Security  Price of Derivative Security  2. Transaction Date (Month/Day/Year)  A HEALTHCARE, INC.  2. Transaction Date (Month/Day/Year)  A HEALTHCARE, INC.  4. In the security of the sec	MOLI  (First) (Middle) A HEALTHCARE, INC. (R OAKS BOULEVARD, SUITE 440  MENTO CA 95825-0001  (State) (Zip)  Table I - Non-Derivative Service (Month/Day/Year)  Stock  Stock  Stock  Table II - Derivative Service (e.g., puts, calls of Execution Date (Month/Day/Year)  2. Transaction Date (e.g., puts, calls of Execution Date (Month/Day/Year)  A HEALTHCARE, INC.  Table I - Non-Derivative Service (e.g., puts, calls of Execution Date (Month/Day/Year)  A HEALTHCARE, INC.  Table I - Derivative Service (e.g., puts, calls of Execution Date (Month/Day/Year)  A HEALTHCARE, INC.  Table I - Derivative Service (e.g., puts, calls of Execution Date, incompany (Month/Day/Year)  A HEALTHCARE, INC.  Table II - Derivative Service (e.g., puts, calls of Execution Date, incompany (Month/Day/Year)  A HEALTHCARE, INC.  Table II - Derivative Service (e.g., puts, calls of Execution Date, incompany (Month/Day/Year)  A HEALTHCARE, INC.  Table II - Derivative Service (e.g., puts, calls of Execution Date, incompany (Month/Day/Year)  Code (Instr. B)	(First) (Middle) A DEATH OF THE PRICE OF THE	(First) (Middle) A HEALTHCARE, INC. ROAKS BOULEVARD, SUITE 440  Table I - Non-Derivative Securities A Security (Instr. 3)  Table I - Non-Derivative Securities A Security (Instr. 3)  Stock  Stock  Stock  Table II - Derivative Securities Accelege, puts, calls, warrant  2. Table II - Derivative Securities Accelege (e.g., puts, calls, warrant  2. (e.g., puts, calls, warrant  3. Transaction Date (e.g., puts, calls, warrant  2. (e.g., puts, calls, warrant  2. (e.g., puts, calls, warrant  3. Transaction Date (e.g., puts, calls, warrant  2. (e.g., puts, calls, warrant  3. Transaction Date (e.g., puts, calls, warrant  2. (e.g., puts, calls, warrant  2. (e.g., puts, calls, warrant  3. Transaction Date (e.g., puts, calls, warrant  2. (e.g., puts, calls, warrant  3. Transaction Date (e.g., puts, calls, warrant  2. (e.g., puts, calls, warrant  3. Transaction Date (e.g., puts, calls, warrant  3. Transaction Date (e.g., puts, calls, warrant  4. (e.g., puts, calls, warrant)  4. (e.g., puts, calls, warrant)	Code   Code	MOLINA HEALTHCAR  (First) (Middle) A HEALTHCARE, INC. RR OAKS BOULEVARD, SUITE 440  MENTO CA 95825-0001  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  Stock  Table II - Derivative Securities Acquired, Discovering (Month/Day/Year)  Stock  Stock  Table II - Derivative Securities Acquired, Discovering (Month/Day/Year)  Stock  Stock  Table II - Derivative Securities Acquired, Discovering (Month/Day/Year)  (Month/Day/Year)  A	MOLINA HEALTHCARE INC. [  (First) (Middle) (Pirst) (Middle) (Middl	MOLINA HEALTHCARE INC [Moldle)  WHEALTHCARE, INC.  WHENTO CA  Security (Instr. 3)  Security (Instr. 3)  A Security (Instr. 3)  Security (Instr. 3)  A Security (	MOLINA HEALTHCARE INC [MoH]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 09/15/2008  MENTO CA 95825-0001  (State) (Zp)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date, 19/10/10/10/10/10/10/10/10/10/10/10/10/10/	MOLINA HEALTHCARE INC [ Mol H]  (First) (Middle) A HEALTHCARE, INC.  (R OAKS BOULEVARD, SUITE 440  A If Amendment, Date of Original Filed (Month/Day/Year)  (Strate) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Date (Month/Day/Year)  (Month/Day/Year)  Stock  1 1,773 D \$31,7909/2  Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (Month/Day/Year)  A Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (R A Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (Month/Day/Year)  A Stock  Stock  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  (Month/Day/Year)  A Stock  S	MOLINA HEALTHCARE INC   MOH   MOLINA HEALTHCARE INC   MOLI	MOLINA HEALTHCARE INC [MOH]  (First) (Modelle) A HEALTHCARE, INC. (R OAKS BOULEVARD, SUITE 440  MENTO CA 95825-0001  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Date (MonthDay/Year)  Date (MonthDay/Year)  Stock  09/15/2008  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  (MonthDay/Year)  A Securities Acquired (MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  (MonthDay/Year)  MonthDay/Year)  A Securities Acquired (MonthDay/Year)  Stock  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (MonthDay/Year)  (MonthDay/Year)  MonthDay/Year)  A Securities Acquired (MonthDay/Year)  MonthDay/Year)  MonthDay/Year)  A Securities Acquired (MonthDay/Year)  MonthDay/Year)  A Securities Acquired (MonthDay/Year)  A Securities Acq	MOLINA HEALTHCARE INC   MOH

- 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 \$31.60 to \$31.96. The Reporting Person undertakes to provide full information about the transaction to the Commission 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.
- 4. The shares are owned by the JCM GRAT 607/5, of which Mr. Molina is a beneficiary.

- 5. The shares are owned by the JCM GRAT 607/2, of which Mr. Molina is a beneficiary.
- 6. The shares are owned by the John C. Molina Remainder Trust I, of which Mr. Molina is the trustee and beneficiary.
- 7. The shares are owned by Mr. Molina and his spouse as community property. 15,600 of the shares were granted under the issuer's 2002 Equity Incentive Plan. The shares vest in one-quarter increments on 3/1/2009, 3/1/2011 and 3/1/2012.
- 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.
- $9. \ The \ options \ vest \ in \ one-fourth \ increments \ on \ each \ of \ 3/1/2008, \ 3/1/2009, \ 3/1/2010 \ and \ 3/1/2011.$

### Remarks:

/s/ John C. Molina, by Karen Calhoun, Attorney-in-Fact 09/16/2008

\*\* 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.