

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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obligations may continue. See
Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>MOLINA JOHN C</u> (Last) (First) (Middle) <u>C/O MOLINA HEALTHCARE, INC.</u> <u>ONE GOLDEN SHORE DRIVE</u> (Street) <u>LONG BEACH CA 90802</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Exec. V.P., CFO / Trustee</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/14/2004</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	04/14/2004		G	V	76,157	D	\$0	161,976	I	Trustee of Family Trust ⁽¹⁾
Common Stock								436,244	I	Trustee of Family Trust ⁽²⁾
Common Stock								438,559	D	
Common Stock								192,303	I	Trustee of Family Trust ⁽³⁾
Common Stock								62,933	I	Trustee of Family Trust ⁽⁴⁾
Common Stock								3,356,000	I	Trustee of Family Trust ⁽⁵⁾
Common Stock								50,394	I	Trustee of Family Trust ⁽⁶⁾

**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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The shares are owned by the MRM GRAT 303/2, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
2. The shares are owned by the MRM GRAT 301/3, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
3. The shares are owned by the John C. Molina Trust (1995), of which Mr. Molina is a co-trustee and beneficiary.
4. The shares are owned by the Molina Children's Trust for John C. Molina (1977), of which Mr. Molina is a co-trustee and beneficiary.
5. 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.
6. 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.

/s/ John C. Molina, by Karen Calhoun, Attorney-In-Fact 04/15/2004

** 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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