FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF	CHANGES IN	BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* MOLINA JOHN C					2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Office of the other Constitution of the Cons					
A HEALTH	CARE, INC.	, ,			3. Date of Earliest Transaction (Month/Day/Year) 01/20/2009								CFC	below)	-	X -Mol	below)	
eet) CRAMENTO CA 95825-0001			4. 1										Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(Si	•		lon Doris	, otiv		ritio	- Δ	ira		ionocod o	of or B	lonofic	ially	Owned				
1. Title of Security (Instr. 3)		ле 1 - 1	2. Transaction Date		2A. Deemed Execution Date,		3.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an		d (A) or	5. Amor Securit Benefic Owned		nt of es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D) Price			Transaction	ion(s)			(Instr. 4)
Stock			01/20/20	009				S ⁽¹⁾		22,385	D	\$17.9	296 ⁽²⁾	654	1,270		D	
Stock														2,47	1,596		I	Trustee of Family Trust ⁽³⁾
Stock														16,	,489		I	Trustee of Famioly Trust ⁽⁴⁾
Stock														13,	,808		I	Trustee of Family Trust ⁽⁵⁾
Stock														38,	,806		I	Trustee of Family Trust ⁽⁶⁾
Stock														23,	,036		D ⁽⁷⁾	
Stock														50,	,394		I	Trustee of Family Trust ⁽⁸⁾
	-	Table I												wned				
1. Title of Derivative Security 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year)		Execut if any	a. Deemed 4. Training		5. Num of Derivar Securi Acquir (A) or Dispos of (D)		nber itive ities red sed 3, 4	6. Date Exe Expiration I (Month/Day		isable and	7. Title and Amour of Securities Underlying		unt 8. Price Derivati Security	erivative ecurity	derivative Securitie Beneficia Owned Following Reported	e Ow s For ally Dir or (I) (Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or Numl of	oer					
\$31.32								03/01/2	008 ⁽⁹⁾	03/01/2017	Commo Stock		00		36,000)	D	
	MENTO C. (Si Security (Inst Stock Stock Stock Stock Stock 2. Conversion or Exercise or Pice of Derivative Security \$31.32	(First) A HEALTHCARE, INC. IR OAKS BOULEVARD, S MENTO CA (State) Take Security (Instr. 3) Stock Stock	(First) (Middle) A HEALTHCARE, INC. IR OAKS BOULEVARD, SUITE A MENTO CA 95825- (State) (Zip) Table I - N Security (Instr. 3) Stock Stock Stock Stock Stock Table I 2. Conversion or Exercise Price of Derivative Security Price of Derivative Security \$31.32	Conversion or Exercise Price of Derivative Security Salabase Stock Sto	Manual Color Manual Color	MOLT MOLT	MOLINA F MOLINA F A HEALTHCARE, INC. INC.	MOLINA HEA	MOLINA HEALTH (First) (Middle) A HEALTHCARE, INC. (ROAKS BOULEVARD, SUITE 440 Table I - Non-Derivative Securities Acquired Execution Date, (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Deemed Execution Date, (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 3, 4 do (Instruction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Date Date (Month/Day/Year) 6. Date Date (Month/Day/Year)	MAJOHN C (First) (Middle) A HEALTHCARE, INC. IR OAKS BOULEVARD, SUITE 440 MENTO CA 95825-0001 (State) (Zip) Table I - Non-Derivative Securities Acquired, Date of Original Figure 1 (Month/Day/Year) (Month/Day/Year) Stock O1/20/2009 Table I - Non-Derivative Securities Acquired, Date of Original Figure 2 (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Date of Original Figure 2 (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Date of Original Figure 2 (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Date of Original Figure 2 (Month/Day/Year) (Month	MENTO CA Security (Instr. 3) Stock Stock Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converti Corperative Security Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converti Corperative Security Table II - Derivative Securities Acquired, Disposed of Corperative Stock St	MOLINA HEALTHCARE INC [Morth/Day/Year] 3. Date of Earliest Transaction (Month/Day/Year) MENTO CA 95825-0001 Security (Instr. 3) 2. Transaction 2. Tran	MOLINA HEALTHCARE INC. (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 01/20/2009 MENTO CA 95825-0001 Security (Instr. 3) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment. Date of Original Filed (Month/Day/Year) 5. If Amendment. Date of Original Filed (Month/Day/Year) 4. If Amendment. Date of Original Filed (Month/Day/Year) 5. If Amendment. Date of Original Filed (Month/Day/Year) 4. If Amendment and Original Filed (Month/Day/Year) 5. If Amendment and Original Filed (Month/Day/Year) 4. If Amendment and Original Filed (Month/Day/Year) 5. If Amendment and Original Filed (Month/Day/Year) 4. If Amendment and Original Filed (Month/Day/Year) 5. If Amendment and Original Filed (Month/Day/Year) 6. If Amendment and Origi	MOLINA HEALTHCARE INC Molde 3. Date of Earliest Transaction (Month/Day/Year) Olivorophy Molina Credit C	MOLINA HEALTHCARE INC MOH MOH	MOLINA HEALTHCARE INC Month Moltan Molta	MOLINA HEALTHCARE INC Moldie Mold	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 \$17.64 to \$18.83. 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 01/21/2009

** 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.