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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
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

OMB APP	OMB APPROVAL								
OMB Number:	3235-028								

Estimated average burden	
hours per response:	0.5

	ss of Reporting Person		2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
		<u>J IROJI</u>			Director	Х	10% Owner	
,					Officer (give title		Other (specify	
(Last) (First) (Middle) C/O WILLIAM DENTINO AND CURTIS			3. Date of Earliest Transaction (Month/Day/Year) 11/19/2009		below)	below)		
PEDERSEN								
3300 DOUGLAS BLVD., SUITE 430			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check App Line)				
(Street)				X	Form filed by One F	eporti	ng Person	
ROSEVILLE	CA	95661			Form filed by More Person	than C	Dne Reporting	
(City)	(State)	(Zip)						

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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	11/19/2009		G ⁽¹⁾		9,150	D	\$0.00 ⁽¹⁾	2,090,090	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	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. Gift without consideration to the children and grandchildren of Mary R. Molina or their respective trusts.

Remarks:

<u>/s/ William Dentino, Co-</u>	
<u>Trustee, by Karen Calhoun,</u>	
Attorney-in-Fact; /s/ Curtis	11/20/2009
Pedersen, Co-Trustee, by	11/20/2009
Karen Calhoun, Attorney-in-	
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.

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.