

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>MOLINA J MARIO MD</u>  (Last) (First) (Middle) MOLINA HEALTHCARE, INC. 2277 FAIR OAKS BOULEVARD, SUITE 440  (Street) SACRAMENTO CA 95825-0001  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MOLINA HEALTHCARE INC [ MOH ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) President & CEO / Settlor-Molina Siblings Trust
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 09/17/2007	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	09/17/2007		s <sup>(1)</sup>		2,500	D	\$36.05	140,200	I	Sole manager of limited liability company <sup>(2)</sup>
Common Stock	09/17/2007		s <sup>(1)</sup>		1,000	D	\$36.1	139,200	I	Sole manager of limited liability company <sup>(2)</sup>
Common Stock	09/17/2007		s <sup>(1)</sup>		1,000	D	\$36.15	138,200	I	Sole manager of limited liability company <sup>(2)</sup>
Common Stock	09/17/2007		s <sup>(1)</sup>		5,000	D	\$36.25	133,200	I	Sole manager of limited liability company <sup>(2)</sup>
Common Stock	09/17/2007		s <sup>(1)</sup>		2,000	D	\$36.27	131,200	I	Sole manager of limited liability company <sup>(2)</sup>
Common Stock	09/18/2007		s <sup>(1)</sup>		1,000	D	\$36.15	130,200	I	Sole manager of limited liability company <sup>(2)</sup>
Common Stock	09/18/2007		s <sup>(1)</sup>		4,000	D	\$36.2	126,200	I	Sole manager of limited liability company <sup>(2)</sup>
Common Stock	09/18/2007		s <sup>(1)</sup>		1,500	D	\$36.25	124,700	I	Sole manager of limited liability company <sup>(2)</sup>
Common Stock								7,774	D	

**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								334,768	I	Trustee of trust <sup>(3)</sup>
Common Stock								160,000	I	General partner of family partnership <sup>(4)</sup>

**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				
Stock Option (Right to Buy)	\$31.32							03/01/2008 <sup>(5)</sup>	03/01/2017	Common Stock	36,000		36,000	D	

**Explanation of Responses:**

- The shares were sold pursuant to the Rule 10b5-1 Trading Plan of the reporting person.
- The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- The shares are owned by the Joseph Marion Molina, M.D. Separate Property Trust, of which Dr. Molina is the sole trustee.
- The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.
- The options vest in one-fourth increments on each of 3/1/2008, 3/1/2009, 3/1/2010 and 3/1/2011.

**Remarks:**

J. Mario Molina, M.D., is also known as Joseph Marion Molina, M.D.

J. Mario Molina, M.D., by  
Karen Calhoun, Attorney-in-Fact      09/18/2007

\*\* 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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