# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OWR APP	ROVAL
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235

3235-0287 OMB Number: Estimated average burden hours per response: 0.5

## 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

Date   Month/Day/Year    Page   Pag						_			<u> </u>											
Common Stock   12/30/2009   3   20   20   20   20   20   20   20	. •													(Check all applicable)						
12/30/2009   President & CEO / Settlon-Molina Siblings   President & CEO / Settlon-Molina Sibling   President & CEO / Settlon-Molina Sibling   President & CEO / Settlon-Molina Sibling   President Settlon Sibling   President & CEO / Settlon-Molina Sibling   President & CEO / Settlon-M	(Loct) (First) (Middle)					-	Data o	f Earlin	et Tra	nsaction	(Mont	h/Day/Vaar)	_	$_{ m  extbf{V}}$ Officer (give title $_{ m  extbf{V}}$ Other (specify						
City   (Stato)   Cap   Se25   City   (Stato)   Cap															President & CEO / Settlor-Molina Siblings					
City   (State)   (Zip)   (State)   (Zip)						4.	f Ame	ndment	t, Date	e of Origi	inal Fil	ed (Month/Da								
Table   1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						-									1 ' '				ng	
2. Transaction   December   Dec	(City)	(S																		
Date   Month/Day/Year    Part   Common Stock   12/30/2009   12/30/2009   12/30/2009   13/30/2009   100,000   A   20,000   100,000   T   Thistee of trust   12/30/2009   This is the second of trust			Tal	ole I - I	Non-Deri	vativ	e Se	curiti	es A	cquire	ed, D	isposed o	f, or B	eneficia	ally Owned					
Common Stock	District Country (manner)		Date		Execution Date, r) if any		Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 ar		(A) or 3, 4 and 5	nd 5) Securities Beneficially Owned Following Reported		Form: Direct (D) or Indirect		Indirect Beneficial Ownership				
12/30/2009   3/0   100,000   1   1   100,000   1   1   1   1   1   1   1   1   1									Code	٧	Amount	(A) or (D)	Price	Transaction( (Instr. 3 and	(s) 4)					
Common Stock  Common Stock  Common Stock  Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (mstr. 3) Pate Security (mstr. 4) Pate Security (mstr. 4) Pate Securities (mstr. 5) Pate Securities (mstr. 6) Pate	Common	Stock			12/30/2	2009				<b>J</b> <sup>(1)</sup>		100,000	A	\$0.00(1)	100,00	0	I			
Common Stock  Common Stock  Common Stock  Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftie of Conversion Security (Instr. 3)  Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftie of Conversion Security (Instr. 3)  Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Conversion Security (Instr. 3)  Amount (Instr. 4)  Amount (Instr. 4)  Stock Option (Right to Warrants)  Stock Option (Righ	Common	Stock													120,61	9	I			
Common Stock  Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftle of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftle of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftle of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftle of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftle of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftle of Derivative Securities (linstr. 3)  Date Conversion Security (linstr. 3)  Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftle of Derivative Securities (linstr. 3)  Amount or Securities Derivative Securities	Common	Stock													26,595	5 I			Trust <sup>(4)</sup>	
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Date or Exercise (Instr. 3) Privative Security Securities Of Derivative Securities (Instr. 3) Privative Securities (Instr. 4) Privative Securities (Instr. 5) Privative Securities (Instr. 5) Privative Securities (Instr. 5) Privative Securities Securities (Instr. 5) Privative Securities Securities Securities (Instr. 5) Privative Securities Securities Securities Securities Securities (Instr. 5) Privative Securities	Common	Stock													42,654	4	I		Trust <sup>(5)</sup>	
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion of Exercise (Instr. 3)  Conversion of Exercise (Instr. 3)  Executive Security  Amount of Exercise (Instr. 4)  Stock Option  Stock  Stock Option	Common	Stock									204,008	204,008 <sup>(6)</sup> D								
Common Stock  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 (Month/Day/Year)  The field of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  The field of Execution Date (Month/Day/Year)  The field of Securities (Month/Day/Year)  The f	Common Stock												82,700	82,700		manager of limited liability				
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. Oroversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction or Exercise (Instr. 3)  (Instr. 4)  2. Orowersion of Exercise (Instr. 3)  (Instr. 4)  Amount or Month/Day/Year)  (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction of Exercise (Month/Day/Year)  (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  7. Title and Amount of Securities (Month/Day/Year)  Security (Instr. 3)  Amount or Number of derivative Security (Instr. 4)  (Instr. 4)  Amount or Number of Security (Instr. 4)  Table II - Derivative Securities  Title and Amount of Securities (Month/Day/Year)  Derivative Security (Instr. 4)  Title and Amount of Securities (Month/Day/Year)  Derivative Security (Instr. 4)  Title and Amount of Securities (Month/Day/Year)  Derivative Security (Instr. 4)  Title and Amount of Securities (Month/Day/Year)  Derivative Security (Instr. 4)  Title and Amount of Securities  Derivative Security (Instr. 4)  Title and Amount of Securities  Derivative Security (Instr. 4)  To Number of derivative Security (Instr. 4)  Ownership (Instr. 4)  Ownership (Instr. 4)  Title and Amount of Securities  Derivative Security (Instr. 3)  Amount of Securities  Discription Date  Title and Amount of Securities  Derivative Security (Instr. 4)  Ownership (Instr.	Common Stock										38,806	38,806								
1. Title of Derivative Security (Instr. 3)  Price of Derivative Security (Instr. 3)  Conversion or Exercise (Instr. 3)  Code (Instr. 4)  Code (Instr. 3)  Code (Instr. 4)  Code (Instr. 5)  Code (Instr. 4)  Code	Common Stock												160,00	160,000		I par fan		er of y		
Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security Security Security Security (Instr. 3) Price of Derivative Security Security Security Security Security Security Security Security Security (Instr. 3) Price of Derivative Security Security Security Security (Instr. 3) Price of Derivative Security (Instr. 4) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 4) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 4) Price of				Table																
Stock Option (Right to legistration)         \$31.32         Stock (A)         Code (P)         Image: Control (P)         Image: Code (P)         Image: C	Derivative Security	Conversion or Exercise Price of Derivative	Date	Executi if any	Execution Date, Tr			of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date			of Securities Underlying Derivative Secur		Derivative Security	derive Secu Bene Owne Follo Repo Trans	ative rities ficially ed wing rted saction(s)	Owne Form: Direct or Ind	ership on the contract of the	Ownership
Option (Right to \$31.32   93/01/2008 <sup>(10)</sup>   03/01/2017   Common Stock   36,000   D						Code	v	(A)	(D)		able		Title	or Number of	er					
Explanation of Responses:	Option (Right to Buy)									03/01/20	008 <sup>(10)</sup>	03/01/2017		a 36,00	00	3	6,000	Ι	)	

- 1. Transfer without consideration for estate planning purposes from Josephine M. Battiste, Trustee of the Josephine M. Battiste Separate Property Trust.
- 2. The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- 3. The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- 4. The shares are owned by JMM GRAT 1208/2, of which Dr. Molina is beneficiary.
- 5. The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
- 6. 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2008. 3,900 of such shares vested on 3/1/2009, and the balance vest in one-third increments on 3/1/2011 and 3/1/2012. 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2009. The shares vest in one-quarter increments on 3/1/2010, 3/1/2011, 3/1/2012 and 3/1/2013.
- 7. The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- 8. The shares are owned by the Joseph Marion Molina, M.D., Remainder Trust I, of which Dr. Molina is trustee and beneficiary.

9. 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.

10. 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/ Joseph M. Molina, M.D., by

12/30/2009 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.