

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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| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>MOLINA JOHN C</u> (Last) (First) (Middle) 300 UNIVERSITY AVE., SUITE 100 (Street) SACRAMENTO CA 95825 (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) CFO / Trustee/Settlor Siblings Trust |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/24/2013 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <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 | 06/24/2013 | | s ⁽¹⁾ | | 10,000 | D | \$36.0442 ⁽²⁾ | 552,386 | D | |
| Common Stock | 06/25/2013 | | s ⁽¹⁾ | | 10,000 | D | \$36.0547 ⁽³⁾ | 542,386 | D | |
| Common Stock | 06/26/2013 | | s ⁽¹⁾ | | 7,723 | D | \$36.1291 ⁽⁴⁾ | 534,663 | D | |
| Common Stock | | | | | | | | 260,697 ⁽⁵⁾ | D ⁽⁶⁾ | |
| Common Stock | | | | | | | | 2,114,840 | I | Trustee of Family Trust ⁽⁷⁾ |
| Common Stock | | | | | | | | 198,396 | I | Trustee of Family Trust ⁽⁸⁾ |
| Common Stock | | | | | | | | 11,154 | D ⁽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 | | | | | |
| Stock Option (Right to Buy) | \$20.88 | | | | | | | ⁽⁹⁾ | 03/01/2017 | Common Stock | 54,000 | 54,000 | D | |

1. Name and Address of Reporting Person*
MOLINA JOHN C
 (Last) (First) (Middle)
 300 UNIVERSITY AVE., SUITE 100
 (Street)
 SACRAMENTO CA 95825
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MOLINA SIBLINGS TRUST

(Last) (First) (Middle)

741 ATLANTIC AVENUE

(Street)

LONG BEACH CA 90813

(City)

(State)

(Zip)

Explanation of Responses:

1. Sale pursuant to the Rule 10b5-1 Trading Plan of Mr. Molina.
2. Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$35.92 to \$36.23. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
3. Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$35.78 to \$36.47. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
4. Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$35.92 to \$36.43. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
5. 35,035 shares vest in 1/3rd increments on each of June 30, 2013, September 30, 2013, and December 31, 2013. 93,429 shares vest in 1/4th increments as follows: (i) 1/4th shall vest in equal 1/3rd increments over three years on March 1, 2014, March 1, 2015, and March 1, 2016; (ii) 1/4th shall vest upon the Company achieving three-year Total Stockholder Return (as compared to the Company's ISS peer group), for the three-year period ending December 31, 2013 equal to or greater than the 50th percentile in that peer group; (iii) 1/4th shall vest upon the Company achieving total revenue in any of the 2013, 2014, or 2015 fiscal years equal to or greater than \$12 billion; and (iv) 1/4th shall vest upon the Company achieving three-year EBITDA margin for the three-year period ending December 31, 2013 equal to or greater than 2.5%. Additionally, 5,850 shares vest on March 1, 2014. The remainder of the shares are vested.
6. The shares are owned by Mr. Molina and his spouse as community property.
7. 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.
8. The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
9. The options are fully vested.

Remarks:

John C. Molina, by Karen I. Calhoun, Attorney-in-Fact 06/26/2013

John C. Molina, Trustee of the Molina Siblings Trust, by Karen Calhoun, Attorney-In-Fact 06/26/2013

** 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.