

**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*<br><u>WATT JANET M</u>              |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>MOLINA HEALTHCARE INC [ MOH ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____<br><u>Settlor-Molina Siblings Trust</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/09/2008</u>               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                     |  |  |
| <u>MOLINA HEALTHCARE, INC.</u><br><u>2277 FAIR OAKS BOULEVARD, SUITE 440</u> |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  |  |  |  |  |
| (Street)<br><u>SACRAMENTO CA</u> <u>95825-0001</u>                           |         |          |   |  |  |  |  |  |
| (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) |   | 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                    | 06/09/2008                           |  | J <sup>(1)</sup>               |   | 7,022   | D          | \$0   | 32,978  | I  | See footnote <sup>(2)</sup>                           |
| Common Stock                    | 06/09/2008                           |  | J <sup>(1)</sup>               |   | 32,384  | D          | \$0   | 27,616  | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    | 06/09/2008                           |  | J <sup>(1)</sup>               |   | 39,406  | A          | \$0   | 159,641   | I  | See footnote <sup>(4)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 125,689   | I  | See footnote <sup>(5)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 38,806  | I  | See footnote <sup>(6)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 121,937   | I  | See footnote <sup>(7)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 41,956  | I  | See footnote <sup>(8)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 14,681  | D <sup>(9)</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 |   |  |  |   |  |

**Explanation of Responses:**

- Transfer without consideration from JMW GRAT 607/5 and JMW GRAT 607/2 to the Janet M. Watt Separate Property Trust.
- The shares are owned by the JMW GRAT 607/5, of which Ms. Watt is a beneficiary and her spouse is trustee.
- The shares are owned by the JMW GRAT 607/2, of which Ms. Watt is a beneficiary and her spouse is trustee.
- The shares are owned by the Janet M. Watt Separate Property Trust, of which Ms. Watt is trustee and beneficiary.
- The shares are owned by the Watt Family Trust, of which Ms. Watt is co-trustee and co-beneficiary.
- The shares are owned by the Janet M. Watt Remainder Trust I, of which Ms. Watt is trustee and beneficiary.
- The shares are owned by the Janet Marie Watt Trust (1995), of which Ms. Watt is a co-trustee and beneficiary.
- The shares are owned by the Molina Children's Trust for Janet M. Watt (1997), of which Ms. Watt is a co-trustee and beneficiary.
- The shares are owned by Ms. Watt and her spouse as community property.

**Remarks:**

/s/ Janet M. Watt, by Karen Calhoun, Attorney-in-Fact

06/10/2008

\*\* 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.**