

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

1. Name and Address of Reporting Person* <u>DENTINO WILLIAM</u>  (Last) (First) (Middle) 3300 DOUGLAS BLVD., SUITE 430  (Street) ROSEVILLE CA 95661  (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)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Trustee of trust owners</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year) 12/27/2011		

**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	12/06/2011		G <sup>(1)</sup>	V	8,955	D	\$0.00 <sup>(2)</sup>	3,659,339 <sup>(3)</sup>	D <sup>(4)</sup>	
Common Stock								4,090,360	D <sup>(5)</sup>	
Common Stock								300	D <sup>(6)</sup>	
Common Stock								1,500	D <sup>(7)</sup>	
Common Stock								2,774	I	Trustee <sup>(8)</sup>
Common Stock								2,774	I	Trustee <sup>(9)</sup>
Common Stock								412,062	I	Trustee <sup>(10)</sup>
Common Stock								388,176	I	Trustee <sup>(11)</sup>
Common Stock								232,909	I	Trustee <sup>(12)</sup>
Common Stock								303,739	I	Trustee <sup>(13)</sup>
Common Stock								398,561	I	Trustee <sup>(14)</sup>
Common Stock								385,768	I	Trustee <sup>(15)</sup>
Common Stock								402,749	I	Trustee <sup>(16)</sup>
Common Stock								536,792	I	Trustee <sup>(17)</sup>
Common Stock								750,000	I	Trustee <sup>(18)</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					

1. Name and Address of Reporting Person* <u>DENTINO WILLIAM</u>  (Last) (First) (Middle) 3300 DOUGLAS BLVD., SUITE 430  (Street) ROSEVILLE CA 95661  (City) (State) (Zip)		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">PEDERSEN CURTIS</a>		
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(Last)	(First)	(Middle)
<a href="#">6218 EAST 6TH STREET</a>		
<hr/>		
(Street)		
<a href="#">LONG BEACH</a>	<a href="#">CA</a>	<a href="#">90803</a>
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MARY R MOLINA LIVING TRUST</a>		
<hr/>		
(Last)	(First)	(Middle)
<a href="#">3300 DOUGLAS BLVD., SUITE 430</a>		
<hr/>		
(Street)		
<a href="#">ROSEVILLE</a>	<a href="#">CA</a>	<a href="#">95661</a>
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MOLINA MARITAL TRUST</a>		
<hr/>		
(Last)	(First)	(Middle)
<a href="#">3300 DOUGLAS BLVD., SUITE 430</a>		
<hr/>		
(Street)		
<a href="#">ROSEVILLE</a>	<a href="#">CA</a>	<a href="#">95661</a>
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Gift to family members.
2. Price not applicable to a gift.
3. Includes 63,208 shares transferred from MRM GRAT 1210/4 in a non-reportable transaction and corrects the total number of shares held.
4. The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
5. The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
6. The shares are owned by Mr. Pedersen.
7. The shares are owned by Mr. Dentino.
8. The shares are owned by the MRM GRAT 905/7A, of which Mr. Dentino and Mr. Pedersen are co-trustees.
9. The shares are owned by the MRM GRAT 905/7B, of which Mr. Dentino and Mr. Pedersen are co-trustees.
10. The shares are owned by the MRM GRAT 609/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
11. The shares are owned by the MRM GRAT 609/7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
12. The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
13. The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
14. The shares are owned by MRM GRAT 610/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
15. The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
16. The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
17. The shares are owned by MRM GRAT 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
18. The shares are owned by MRM GRAT 811/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.

**Remarks:**

Amended to correct a five share understatement of shares held by the MRM Living Trust and to reflect unreportable transfers of all shares held by MRM GRATs 508/3, 1108/2, 1108/3, 609/2 and 1209/2 to trusts for the benefit of Mary R. Molina's children, of which the Reporting Persons are not trustees.

<a href="#">William Dentino, by Karen Calhoun, Attorney-In-Fact</a>	<a href="#">03/05/2012</a>
<a href="#">Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact</a>	<a href="#">03/05/2012</a>
<a href="#">William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact</a>	<a href="#">03/05/2012</a>
<a href="#">William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact</a>	<a href="#">03/05/2012</a>

\*\* 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.**