

**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 160  (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) 09/16/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/16/2014		s <sup>(1)</sup>		87,148	D	\$44.452	326,114	I	Trustee <sup>(2)</sup>
Common Stock	09/17/2014		s <sup>(1)</sup>		57,624	D	\$44.8905 <sup>(3)</sup>	405,936	I	Trustee <sup>(4)</sup>
Common Stock	09/18/2014		s <sup>(1)</sup>		61,030	D	\$45.1406 <sup>(5)</sup>	344,906	I	Trustee <sup>(4)</sup>
Common Stock								172,990	I	Trustee <sup>(6)</sup>
Common Stock								245,310	I	Trustee <sup>(7)</sup>
Common Stock								293,292	I	Trustee <sup>(8)</sup>
Common Stock								3,717,550	D <sup>(9)</sup>	
Common Stock								192,705	I	Trustee <sup>(10)</sup>
Common Stock								376,531	I	Trustee <sup>(11)</sup>
Common Stock								206,719	I	Trustee <sup>(12)</sup>
Common Stock								4,090,360	D <sup>(13)</sup>	
Common Stock								300	D <sup>(14)</sup>	
Common Stock								1,500	D <sup>(15)</sup>	
Common Stock								154,291	I	Trustee <sup>(16)</sup>
Common Stock								211,099	I	Executor <sup>(17)</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 160  (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>		
(Last)	(First)	(Middle)
6218 EAST 6TH STREET		
(Street)		
LONG BEACH	CA	90803
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MARY R MOLINA LIVING TRUST</a>		
(Last)	(First)	(Middle)
3300 DOUGLAS BLVD., SUITE 160		
(Street)		
ROSEVILLE	CA	95661
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MOLINA MARITAL TRUST</a>		
(Last)	(First)	(Middle)
3300 DOUGLAS BLVD., SUITE 160		
(Street)		
ROSEVILLE	CA	95661
(City)	(State)	(Zip)

**Explanation of Responses:**

- Sale pursuant to a Rule 10b5-1 Trading Plan of the Reporting Person.
- The shares are owned by the MRM GRAT 812/3 of which Mr. Dentino and Mr. Pedersen are co-trustees.
- Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$44.35 to \$45.14. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- The shares are owned by MRM GRAT 811/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$44.58 to \$45.57. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by the MRM GRAT 609/7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by MRM GRAT 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by the MRM GRAT 609/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by Mr. Pedersen.
- The shares are owned by Mr. Dentino.
- The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- The shares are owned by the Estate of Mary R. Molina, of which Mr. Dentino is executor.

**Remarks:**

[William Dentino, by Karen Calhoun, Attorney-In-Fact](#) [09/18/2014](#)  
[Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact](#) [09/18/2014](#)  
[William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact](#) [09/18/2014](#)  
[William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact](#) [09/18/2014](#)

\*\* 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.

