SEC Form 4

FORM 4

☐	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Murray Frank E MD	MOLINA HEALTHCARE INC [MOH]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/28/2008	Officer (give title below) Other (specify below)
2277 FAIR OAKS BLVD, STE 440		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
SACRAMENTO CA 95825		X Form filed by One Reporting Person
(City) (State) (Zip)		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	07/28/2008		S		4,000	D	$29.7558[(1)]	5,250[(2)]	D	

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$37.47							[(3)]	06/24/2014	Common Stock	14,000		14,000	D	

Explanation of Responses:

1. Represents the weighted average selling price with respect to 5 sales, with a selling price range between $29.75 and $29.822.

2. 3,750 of the shares will vest in increments of 1,250 shares on each of September 30, 2008, December 31, 2008, and March 31, 2009.

3. The options are fully vested and exercisable.

Jeff D. Barlow, by power of attorney for Frank E. Murray, M.D.	07/29/2008
** 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.

LIMITED POWER OF ATTORNEY FOR SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints
Mark L. Andrews and Jeff D. Barlow, and each acting singly, the undersigned's true
and lawful attorney-in-fact to:

   1) execute for and on behalf of the undersigned, in the undersigned's capacity
   as an officer, director and/or stockholder of Molina Healthcare, Inc. (the 'Company'),
   Forms ID, 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of
   the Securities Exchange Act of 1934 and the rules thereunder; and

   2) do and perform any and all acts for and on behalf of the undersigned which
   may be necessary or desirable to complete and execute any such Form ID, 3, 4, or 5
   or amendment thereto and timely file such form with the United States Securities
   and Exchange Commission (the 'SEC') and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority
to do and perform any and every act and thing whatsoever requisite, necessary, or proper
to be done in the exercise of any of the rights and powers herein granted, as fully to
all intents and purposes as the undersigned might or could do if personally present, with
full power of substitution or revocation, hereby ratifying and confirming all that such
attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully
do or cause to be done by virtue of this Power of Attorney and the rights and powers
herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact,
in serving in such capacity at the request of the undersigned, are not assuming,
nor is the Company assuming, any of the undersigned's responsibilities to comply with
Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no
longer required to file Forms ID, 3, 4, and 5 with respect to the undersigned's holdings
of and transaction in securities of the Company, unless earlier revoked by the undersigned
in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney
may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed
as of this 18th day of August, 2004.

/s/ Frank E. Murray
Signature

Frank E. Murray
Printed Name

Exhibit 24.1