FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPRO	OVAL
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1. Name and Address of Reporting Person [*] <u>MOLINA J MARIO MD</u>			2. Issuer Name and Ticker or Trading Symbol <u>MOLINA HEALTHCARE INC</u> [MOH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner V Officer (give title V Other (specify
(Last) 300 UNIVERSIT	st) (First) (Mid) UNIVERSITY AVE., SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013	X below) X below) President & CEO / Settlor-Molina Siblings Trust
(Street) SACRAMENTO (City)	CA (State)	95825 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

lab	le I - Non-Derivati	ve Securities	Acqui	red,	Disposed	or, or	Beneficia	ally 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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	03/01/2013		F ⁽¹⁾		4,398	D	\$32.11 ⁽²⁾	104,608	D ⁽³⁾		
Common Stock	03/01/2013		A		77,857	A	\$32.11(2)	182,465	D ⁽³⁾		
Common Stock	03/01/2013		A		186,858	A	\$32.11 ⁽²⁾	369,323 ⁽⁴⁾	D ⁽³⁾		
Common Stock								376,132	D		
Common Stock								22,750	I	Manager of limited liability company ⁽⁵⁾	
Common Stock								187,148 ⁽⁶⁾	I	Trustee of trust ⁽⁷⁾	
Common Stock								86,764 ⁽⁸⁾	I	Trustee of trust ⁽⁹⁾	
Common Stock								35,146 ⁽¹⁰⁾	I	Trust ⁽¹¹⁾	
Common Stock								240,000	I	General partner of family partnership ⁽¹²⁾	
Common Stock								214,212	I	Trust ⁽¹³⁾	
Common Stock								1,362	I	Trust ⁽¹⁴⁾	
Common Stock								1,362	I	Trust ⁽¹⁵⁾	
Common Stock								1,361	I	Trust ⁽¹⁶⁾	
Common Stock								1,361	I	Trust ⁽¹⁷⁾	
Common Stock								83,087	I	Trust ⁽¹⁸⁾	
Common Stock								83,087	I	Trust ⁽¹⁹⁾	

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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Insti	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative de Security Se (Instr. 5) Be Ov Fo Re Tra	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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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. Transa Code (8)		of Expiration Date Derivative (Month/Day/Year) Securities			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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$20.88							(20)	03/01/2017	Common Stock	54,000		54,000	D	

Explanation of Responses:

1. The shares were applied to the payment of withholding taxes arising in connection with the vesting of 11,700 shares on March 1, 2013.

2. Represents the closing price (and selling price) of the Issuer's common stock on March 1, 2013.

3. The shares are owned by Dr. Molina and his spouse as community property.

4. The 77,857 newly granted shares vest in 1/4th increments on each of March 31, 2013, June 30, 2013, September 30, 2013, and December 31, 2013. The 186,858 newly granted 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 is SS 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 three-year EBITDA margin for the three-year period ending December 31, 2014. The remainder of the shares are vested.

5. The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.

6. Includes 7,985 shares previously transfered from JMM GRAT 1208/5 in a non-reportable transaction and 22,506 shares previously transferred from MRM GRAT 610/2 in a non-reportable transaction.

7. The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.

8. Excludes 20,545 shares previously transferred to the JMB GRAT 1209/4 in a non-reportable transaction.

9. The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.

10. Excludes 7,985 shares previoulsy transferred to the J. Marion Molina Separate Property Trust in a non-reportable transaction.

11. The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.

12. The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.

13. The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.

14. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.

15. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.

16. The shares are woned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.

17. The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.

18. The shares are owned by Dr. Molina, as trustee of the Julius Avery Battiste Trust IV.

19. The shares are owned by Dr. Molina, as trustee of the Katherine Rose Battiste Trust IV.

20. The options are fully vested.

Remarks:

<u>/s/ Joseph M. Molina, M.D., by</u>

Karen Calhoun, Attorney-in- 03/05/2013 Fact

** 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.

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