FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
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OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* MOLINA MARY R | | | | | | 2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH] | | | | | | | | | | all app | licable) | 0.1 | Issuer Owner er (specify | |
|--|---|--|--|--------------------------------|-------|---|---|--|------------------|-------------------------------------|--------|---|---------------|--------------|--|------------------------------------|---|---|--|--|
| (Last) (First) (Middle) C/O MOLINA HEALTHCARE, INC. ONE GOLDEN SHORE DRIVE | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/27/2006 | | | | | | | | | below) Settlor of MRM Living Trust | | | | | |
| (Street) LONG BEACH CA 90802 (City) (State) (Zip) | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 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 | | | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | | | | ar) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (| Transaction Dispose Code (Instr. 5) | | ties Acquired (A) I Of (D) (Instr. 3, 4 | | | and Secu Bene | | cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | | v | Amount | | (A) or (D) | Price | e | Transaction(s) (Instr. 3 and 4) | | | (113.11.4) | |
| Common Stock 09/27/ | | | | | | /2006 | | | J ⁽¹⁾ | | 678,78 | 34 | D | \$0 | | 0 | | 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 | | 3A. Deem Execution if any (Month/Da | n Date, Ti C ay/Year) 8) | | ransaction code (Instr.) | | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | on Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amoun or Numbe of Title Shares | | ount nber | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |

Explanation of Responses:

1. Transfer without consideration by settlor to Mary R. Molina Living Trust.

Mary R. Molina, by Joseph Marion Molina, M.D., Her Attorney-In-Fact, by Karen Calhoun, Attorney-In-Fact

09/27/2006

** 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.