FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

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1. Name and Address of Reporting Person* MOLINA J MARIO MD						2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH]									Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) (First) (Middle) 300 UNIVERSITY AVE., SUITE 100						3. Date of Earliest Transaction (Month/Day/Year) 11/05/2014									X Officer (give title X Other (specify below) President & CEO / Settlor-Molina Siblings Trust						
(Street) SACRAMENTO CA 95825					4.	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						
(City) (State) (Zip)						Form filed by Person											More than One Reporting				
		Tab	le I -	Non-Deri	vativ	e Sec	uritie	s A	cquii	red, [Disposed	of, or	Benefi	cially	y Owned	i					
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		•,	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of (Acquired (A) or D) (Instr. 3, 4 and 5)		5)	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	(2)	Transaction (Instr. 3 a	nd 4)		_			
Common	Stock			11/05/20	15			4	S ⁽¹⁾		60,000	D	\$48.67	⁷ 22 ⁽²⁾	155,9	76 ⁽³⁾		I	Trust ⁽⁴	1)	
Common	Stock														268,94	12 ⁽⁵⁾⁽⁶⁾]	D			
Common	Stock														22,7	750		I	Manag of limi liabilit compa	ited y	
Common	Stock														875,6	19(8)		I	Trust ⁽⁹))	
Common	Stock														86,7	'64		I	Trust ⁽¹	.0)	
Common Stock							7							25,0)82		I	Trust ⁽¹	1)		
Common Stock							7							184,	131		I	Trust ⁽¹	.2)		
Common Stock							7							30,28	32(13)		I	Trust ⁽¹	4)		
Common Stock														30,28	32(13)		I	Trust ⁽¹	.5)		
Common Stock														30,28	31 ⁽¹³⁾		I	Trust ⁽¹	.6)		
Common Stock													30,28	31 ⁽¹³⁾		I	Trust ⁽¹	.7)			
Common Stock													83,0	87		I	Trust ⁽¹	.8)			
Common Stock													83,0	87		I	Trust ⁽¹	.9)			
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)	Exec if any	3A. Deemed Execution Date,		action (Instr.	5. Number		6. Date Exer Expiration D		rcisable and Date	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		unt 8. Price Deriva Securi	3. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin Reporter Transact (Instr. 4)	re es ally eg d tion(s)	10. Ownersh Form: Direct (D or Indire (I) (Instr.	ip of In Ber) Own ct (Ins	Nature ndirect neficial nership str. 4)	
					Code	v	(A)	(D)	Date Exerc	cisable	Expiration Date	Title	Amo or Num of Shar	ber							
Stock Option (Right to Buy)	\$20.88								(20)	03/01/2017	Comm Stock		000		54,0	00	D			

- 1. Sale pursuant to the Rule 10b5-1 Trading Plan of Dr. Molina.
- 2. Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$48.1800 to \$49.1000. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- 3. Includes shares previously transferred in non-reportable transactions.
- 4. The shares are held by the M/T Molina Family Trust, of which Dr. Molina and his spouse are trustees and beneficiaries.
- 5. 46,715 shares shall vest upon the Company achieving total revenue in any of the 2013, 2014, or 2015 fiscal years equal to or greater than \$12 billion; 15,572 shares vest on March 1, 2015; and 15,572 shares vest on March 1, 2016.
- 6. 57,325 of such shares vest in one-third increments on each of March 1, 2015, March 1, 2016 and March 1, 2017. 19,108 of such shares vest upon the Company achieving three-year Total Stockholder Return

(TSR) as determined by ISS calculations that is greater than the median TSR achieved by the Company's ISS peer group for the three-year period ending December 31, 2016. 19,108 of such shares vest on March 1, 2015 contingent upon the Company achieving a one-year TSR as determined by ISS calculations for fiscal year 2014 that is greater than the average TSR achieved by Centene Corporation and WellCare Group for their fiscal year ending December 31, 2014. 47,771 of such shares vest upon the Company achieving a three-year EBITDA margin percentage for the three-year period ending December 31, 2016 equal to or greater than 4.0%. 47,771 of such shares vest upon the Company achieving a cumulative earnings per share of at least \$8.50 for the three year period ending December 31, 2016.

- 7. The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- 8. Includes 558,326 shares previously transferred in a non-reportable transaction.
- 9. The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- 10. The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- 11. The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
- 12. The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- 13. Includes 28920 shares previously transferred in a non-reportable transaction.
- 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 owned 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:

/s/ Joseph M. Molina, M.D., by
Karen Calhoun, Attorney-inFact

March Molina, M.D., by
11/07/2014

** 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.

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