

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>MOLINA JOHN C</u> (Last) (First) (Middle) <u>C/O MOLINA HEALTHCARE, INC.</u> <u>ONE GOLDEN SHORE DRIVE</u> (Street) <u>LONG BEACH CA 90802</u> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Exec. V.P., CFO / Trustee</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/24/2004		S		557,142	D	\$28	499,536	I	Trustee of Family Trust ⁽¹⁾
Common Stock	03/24/2004		S		142,858	D	\$28	180,200	I	Trustee of Family Trust ⁽²⁾
Common Stock								438,559	D	
Common Stock								192,303	I	Trustee of Family Trust ⁽³⁾
Common Stock								62,933	I	Trustee of Family Trust ⁽⁴⁾
Common Stock								3,356,000	I	Trustee of Family Trust ⁽⁵⁾
Common Stock								238,133	I	Trustee of Family Trust ⁽⁶⁾
Common Stock								50,394	I	Trustee of Family Trust ⁽⁷⁾

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					

Explanation of Responses:

1. The shares are owned by the MRM GRAT 301/3, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
2. The shares are owned by the MRM GRAT 502/2, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
3. The shares are owned by the John C. Molina Trust (1995), of which Mr. Molina is a co-trustee and beneficiary.
4. The shares are owned by the Molina Children's Trust for John C. Molina (1977), of which Mr. Molina is a co-trustee and beneficiary.
5. The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
6. The shares are owned by the MRM GRAT 303/2, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
7. The shares are owned by the M/T Molina Children's Education Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.

/s/ John C. Molina, by Karen Calhoun, Attorney-In-Fact 03/25/2004

** 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.