

**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>ANDREWS MARK L ESQ</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Legal Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/09/2007</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2277 FAIR OAKS BOULEVARD, SUITE 440			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SACRAMENTO CA 95825</u>								
(City) (State) (Zip)								

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/09/2007		M <sup>(1)</sup>		15,000	A	\$4.5	30,550	D	
Common Stock	04/09/2007		S <sup>(1)</sup>		15,000	D	\$32.01 <sup>(2)</sup>	15,550 <sup>(3)</sup>	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
Stock Option (Right to Buy)	\$4.5	04/09/2007		M			15,000	(4)	12/01/2011	Common Stock	15,000	\$0	20,550	D	
Stock Option (Right to Buy)	\$25.33							(4)	02/10/2014	Common Stock	30,000		30,000	D	
Stock Option (Right to Buy)	\$44.29							(5)	07/01/2006	07/01/2015	Common Stock	12,000	12,000	D	
Stock Option (Right to Buy)	\$28.66							(6)	02/02/2007	02/02/2016	Common Stock	21,000	21,000	D	
Stock Option (Right to Buy)	\$31.32							(7)	03/01/2008	03/01/2017	Common Stock	11,000	11,000	D	

**Explanation of Responses:**

- The options were exercised and the option shares sold pursuant to the Rule 10b5-1 trading plan of the reporting person.
- Represents the weighted average sale price of 9 sales on 4/9/2007.
- 4,000 of the shares vest in increments of 1,000 shares on each of 7/1/2007, 7/1/2008, 7/1/2009, and 7/1/2010. 5,550 shares vest in one-quarter increments on each of 3/1/08, 3/1/09, 3/1/10, and 3/1/11. 5,000 shares are fully vested, but are subject to a restriction on transfer until 8/2/2007. 1,000 shares are fully vested and transferable.
- The options are fully vested and exercisable.
- The options vest in one-third increments on each of 7/1/2006, 7/1/2007, and 7/1/2008.
- The options vest in one-third increments on each of 2/2/2007, 2/2/2008, and 2/2/2009.
- The options vest in one-quarter increments on each of 3/1/08, 3/1/09, 3/1/10, and 3/1/11.

Mark L. Andrews

04/10/2007

\*\* 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.