

**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
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1. Name and Address of Reporting Person* <b>MOLINA JOHN C</b>  (Last) (First) (Middle) 2277 FAIR OAKS BLVD., SUITE 440  (Street) SACRAMENTO CA 95825  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MOLINA HEALTHCARE INC [ MOH ]</b>	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) <b>CFO / Trustee/Settlor Siblings Trust</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/08/2009</b>	
	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	06/08/2009		J <sup>(1)</sup>		13,808	D	\$0.00 <sup>(1)</sup>	0	I	Trustee of Family Trust <sup>(2)</sup>
Common Stock	06/08/2009		J <sup>(1)</sup>		16,489	D	\$0.00 <sup>(1)</sup>	0	I	Trustee of Family Trust <sup>(3)</sup>
Common Stock	06/08/2009		J <sup>(4)</sup>		30,297	A	\$0.00 <sup>(4)</sup>	30,297	I	Trustee of Family Trust <sup>(5)</sup>
Common Stock								578,434	D	
Common Stock								2,467,581	I	Trustee of Family Trust <sup>(6)</sup>
Common Stock								38,636 <sup>(7)</sup>	D <sup>(8)</sup>	
Common Stock								38,806	I	Trustee of Family Trust <sup>(9)</sup>
Common Stock								50,394	I	Trustee of Family Trust <sup>(10)</sup>

**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					
Stock Option (Right to Buy)	\$31.32							03/01/2008 <sup>(11)</sup>	03/01/2017	Common Stock		36,000	D	

**Explanation of Responses:**

1. Transfer without consideration for estate planning purposes to John C. Molina Separate Property Trust.

2. The shares were owned by the JCM GRAT 607/2, of which Mr. Molina is a beneficiary.
3. The shares were owned by the JCM GRAT 607/5, of which Mr. Molina is a beneficiary.
4. Transfer without consideration for estate planning purposes from JCM GRAT 607/2 and JCM GRAT 607/5.
5. The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
6. 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.
7. 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2008. 3,900 of such shares vested on 3/1/2009, and the balance vest in one-third increments on 3/1/2010, 3/1/2011 and 3/1/2012. 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2009 and vest in one-quarter increments on 3/1/2010, 3/1/2011, 3/1/2012 and 3/1/2013.
8. The shares are owned by Mr. Molina and his spouse as community property.
9. The shares are owned by the John C. Molina Remainder Trust I, of which Mr. Molina is the trustee and beneficiary.
10. 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.
11. The options vest in one-fourth increments on each of 3/1/2008, 3/1/2009, 3/1/2010 and 3/1/2011.

**Remarks:**

/s/ John C. Molina, by Karen      06/09/2009  
Calhoun, Attorney-in-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.

**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.**