FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL
OMB Number:	3235-028
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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

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hours per response:	0.5

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1. Name and Address of Reporting Person*  ANDREWS MARK L ESQ						2. Issuer Name and Ticker or Trading Symbol  MOLINA HEALTHCARE INC [ MOH ]									all applic	onship of Reporting II applicable) Director		son(s) to Iss 10% Ov	
(Last) 2277 FA	Last) (First) (Middle) 277 FAIR OAKS BOULEVARD, SUITE 440					3. Date of Earliest Transaction (Month/Day/Year) 08/27/2004									X Officer (give title Obelow) be				specify
(Street)	MENTO C	A	95825		-   4. II -	f Amer	ndmei	nt, Date	of Origina	al File	d (Month/Da	ay/Year)		6. Indiv Line) X	Form f	iled by One iled by Mor	e Repo	(Check Ap orting Perso n One Repo	n
(City)	(S		(Zip)												Persor				
		Tab	le I - N	on-Deri	vative	Sec	urit	ies Ac	cquired	, Di	sposed c	of, or Be	nefic	ially	Owned	i			
1. Title of Security (Instr. 3)  2. Tran Date				Date	Transaction te onth/Day/Year		A. Deemed kecution Date, any lonth/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			nd 5)	Securiti Benefic Owned			n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D)	Price		Reporte Transac (Instr. 3	tion(s)			(Instr. 4)
Common	Stock			08/27/	/2004				M		5,000	A	\$	S <mark>2</mark>	5,	000		D	
Common	Stock			08/27/	/2004	_			S		5,000	D	\$31.	\$31.0024		0		D	
Common	Stock			08/30/	/2004	_			M		5,000	A	\$	S2	5,	000		D	
Common	Common Stock 08/			08/30/	30/2004						5,000	D	\$32.337		0		D		
									S		5,000		ΨυΖ	.007		•	<u> </u>		
		1	Γable II	- Deriva	ative				uired,		osed of	, or Ben	eficia	ally O		0		Б	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution	- Deriva (e.g., p	ative	calls	5. N of Deri Sec Acq (A) of Disp of (I	umber ivative urities uired or cosed D) tr. 3, 4	uired, s, optio	ns, xerci	oosed of converti	, or Ben	eficia urities d Amou ies g	ally O s)		9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deer Execution	- Deriva (e.g.,   med on Date,	ative s puts, 4. Transa Code (	calls	5. N of Deri Sec Acq (A) of Disp of (I (Ins	umber ivative urities uired or cosed D) tr. 3, 4	uired, 5, optio	ens, exercis on Dat Day/Ye	oosed of converti	, or Ben ble secu 7. Title an of Securit Underlyin Derivative	eficia urities d Amou ies g	ally Os) unt 8. Do Si	Price of erivative ecurity	9. Number derivative Securities Beneficial Owned Following Reported Transactio	e S Illy	10. Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deer Execution	- Deriva (e.g.,   med on Date,	ative s puts, 4. Transa Code ( 8)	calls action Instr.	5. N of Deri Sec Acq (A) o Disp of (I (Ins and	umber ivative urities uired or posed D) tr. 3, 4	juired, is, optio	ens, exercise on Data day/Ye	converti converti sable and e ear)	, or Ben ble secu 7. Title an of Securit Underlyin Derivative (Instr. 3 an	eficia urities d Amou ies g Securi nd 4)	ally Os)  unt 8. Do Significant (Interes)	Price of erivative ecurity	9. Number derivative Securities Beneficial Owned Following Reported Transactio	on(s)	10. Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership
Derivative Security (Instr. 3)  Stock Option (Right to	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution	- Deriva (e.g.,   med on Date,	Ative Sputs,  4. Transa Code (8)	calls action Instr.	5. N of Deri Sec Acq (A) o Disp of (I (Ins and	umber ivative urities uired or posed D) tr. 3, 4 5)	puired, is, optio	xercisin Data	DOSED OF CONVERTI Sable and e e ar)	, or Ben ble secu 7. Title an of Securit Underlyin Derivative (Instr. 3 ar	eficia Jrities d Amou ies g Securind 4)	In the second se	Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	on(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership
Stock Option (Right to Buy) Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution	- Deriva (e.g.,   med on Date,	Ative Sputs,  4. Transa Code (8)	calls action Instr.	5. N of Deri Sec Acq (A) o Disp of (I (Ins and	umber ivative urities uired or posed D) tr. 3, 4 5)	puired, s, optio 6. Date E Expiratio (Month/D  Date Exercisa	ens, exercision Data n	Dosed of converting sable and e e arr)  Expiration Date	, or Ben ble secu 7. Title an of Securit Underlyin Derivative (Instr. 3 ar	eficia urities d Amou ies g s Securi nd 4)	ally OSS)  unt 8. DD SS (IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	is silly loon(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership

## **Explanation of Responses:**

Buy)

- 1. The options became fully exercisable on 5/1/2001.
- 2. The options became fully exercisable upon the closing of the initial public offering of the issuer.
- 3. The options vest one-third on each of 2/10/05, 2/10/06, and 2/10/07.

08/31/2004 Mark L. Andrews

\*\* 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.