

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>DENTINO WILLIAM</u> (Last) (First) (Middle) 3300 DOUGLAS BLVD., SUITE 430 (Street) ROSEVILLE CA 95661 (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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Trustee of trust owners</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2011	
		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	12/06/2011		G ⁽¹⁾	V	8,955	D	\$0.00 ⁽²⁾	3,596,126 ⁽³⁾⁽⁴⁾	D ⁽⁵⁾	
Common Stock								4,090,360 ⁽⁴⁾	D ⁽⁶⁾	
Common Stock								300 ⁽⁴⁾	D ⁽⁷⁾	
Common Stock								85,481 ⁽⁴⁾⁽⁸⁾	D ⁽⁹⁾	
Common Stock								1,500 ⁽⁴⁾	D ⁽¹⁰⁾	
Common Stock								2,774 ⁽⁴⁾⁽¹¹⁾	I	Trustee ⁽¹²⁾
Common Stock								2,774 ⁽⁴⁾⁽¹¹⁾	I	Trustee ⁽¹³⁾
Common Stock								27,105 ⁽⁴⁾	I	Trustee ⁽¹⁴⁾
Common Stock								52,452 ⁽⁴⁾⁽¹⁵⁾	I	Trustee ⁽¹⁶⁾
Common Stock								155,976 ⁽⁴⁾⁽¹⁷⁾	I	Trustee ⁽¹⁸⁾
Common Stock								412,062 ⁽⁴⁾⁽¹⁹⁾	I	Trustee ⁽²⁰⁾
Common Stock								388,176 ⁽⁴⁾⁽²¹⁾	I	Trustee ⁽²²⁾
Common Stock								97,186 ⁽⁴⁾⁽²³⁾	I	Trustee ⁽²⁴⁾
Common Stock								232,909 ⁽⁴⁾⁽²⁵⁾	I	Trustee ⁽²⁶⁾
Common Stock								303,739 ⁽⁴⁾⁽²⁷⁾	I	Trustee ⁽²⁸⁾
Common Stock								398,561 ⁽⁴⁾⁽²⁹⁾	I	Trustee ⁽³⁰⁾
Common Stock								385,768 ⁽⁴⁾⁽³¹⁾	I	Trustee ⁽³²⁾
Common Stock								402,749 ⁽⁴⁾⁽³³⁾	I	Trustee ⁽³⁴⁾
Common Stock								600,000 ⁽⁴⁾	I	Trustee ⁽³⁵⁾
Common Stock								750,000 ⁽⁴⁾⁽³⁶⁾	I	Trustee ⁽³⁷⁾

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					

1. Name and Address of Reporting Person* <u>DENTINO WILLIAM</u>
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(Last) (First) (Middle)
3300 DOUGLAS BLVD., SUITE 430

(Street)
ROSEVILLE CA 95661

(City) (State) (Zip)

1. Name and Address of Reporting Person*

PEDERSEN CURTIS

(Last) (First) (Middle)
6218 EAST 6TH STREET

(Street)
LONG BEACH CA 90803

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MARY R MOLINA LIVING TRUST

(Last) (First) (Middle)
3300 DOUGLAS BLVD., SUITE 430

(Street)
ROSEVILLE CA 95661

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MOLINA MARITAL TRUST

(Last) (First) (Middle)
3300 DOUGLAS BLVD., SUITE 430

(Street)
ROSEVILLE CA 95661

(City) (State) (Zip)

Explanation of Responses:

1. Gift to family members.
2. Price not applicable to a gift.
3. Includes an aggregate of 1,851,015 shares previously transferred from MRM GRAT 308/3, MRM GRAT 507/4, MRM GRAT 508/3, MRM GRAT 609/2, MRM GRAT 609/4, MRM GRAT 609/7, MRM GRAT 610/2, MRM 610/4, MRM GRAT 610/5, MRM GRAT 905/7A, MRM GRAT 905/7B, MRM GRAT 1108/3, MRM GRAT 1209/2, MRM GRAT 1209/3 and MRM GRAT 1209/4 in non-reportable transactions. Excludes an aggregate of 750,000 shares previously transferred to MRM GRAT 811/3 in a non-reportable transaction.
4. Amount of securities beneficially owned adjusted to reflect the 3:2 stock split effective May 20, 2011.
5. The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
6. The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
7. The shares are owned by Mr. Pedersen.
8. Excludes 185,167 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
9. The shares are owned by the MRM GRAT 508/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
10. The shares are owned by Mr. Dentino.
11. Excludes 110,179 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
12. The shares are owned by the MRM GRAT 905/7A, of which Mr. Dentino and Mr. Pedersen are co-trustees.
13. The shares are owned by the MRM GRAT 905/7B, of which Mr. Dentino and Mr. Pedersen are co-trustees.
14. The shares are owned by the MRM GRAT 1108/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
15. Excludes 108,138 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
16. The shares are owned by the MRM GRAT 1108/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
17. Excludes 202,564 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
18. The shares are owned by the MRM GRAT 609/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
19. Excludes 85,737 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
20. The shares are owned by the MRM GRAT 609/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
21. Excludes 28,204 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
22. The shares are owned by the MRM GRAT 609/7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
23. Excludes 173,837 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
24. The shares are owned by the MRM GRAT 1209/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
25. Excludes 106,964 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
26. The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
27. Excludes 70,169 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
28. The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
29. Excludes 201,439 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
30. The shares are owned by MRM GRAT 610/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.

- 31. Excludes 64,232 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- 32. The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- 33. Excludes 47,251 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- 34. The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- 35. The shares are owned by MRM GRAT 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- 36. Includes shares previously transferred from the Mary R. Molina Living Trust in a non-reportable transaction.
- 37. The shares are owned by MRM GRAT 811/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.

Remarks:

William Dentino, by Karen Calhoun, Attorney-In-Fact 12/27/2011

Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact 12/27/2011

William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact 12/27/2011

William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact 12/27/2011

** 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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