

**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) 300 UNIVERSITY AVE., SUITE 100  (Street) SACRAMENTO CA 95825  (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)  CFO / Trustee/Settlor Siblings Trust
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2012	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	08/15/2012		s <sup>(1)</sup>		15,000	D	\$24.8354 <sup>(2)</sup>	2,114,840	I	Trustee of Family Trust <sup>(3)</sup>
Common Stock	08/15/2012		s <sup>(4)</sup>		15,000	D	\$24.8335 <sup>(5)</sup>	662,386	D	
Common Stock								100,956 <sup>(6)</sup>	D <sup>(7)</sup>	
Common Stock								175,891	I	Trustee of Family Trust <sup>(8)</sup>
Common Stock								11,154	D <sup>(7)</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)	\$20.88							(9)	03/01/2017	Common Stock	54,000	54,000	D	

1. Name and Address of Reporting Person\*  
MOLINA JOHN C  
 (Last) (First) (Middle)  
 300 UNIVERSITY AVE., SUITE 100  
 (Street)  
 SACRAMENTO CA 95825  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MOLINA SIBLINGS TRUST  
 (Last) (First) (Middle)

741 ATLANTIC AVENUE

(Street)

LONG BEACH CA 90813

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Sale pursuant to the Rule 10b5-1 Trading Plan of the Molina Siblings Trust.
2. Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$24.36 to \$25.14. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
3. 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.
4. Sale pursuant to the Rule 10b5-1 Trading Plan of Mr. Molina.
5. Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$24.36 to \$25.13. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
6. The shares were issued pursuant to the Issuer's Equity Incentive Plan and are fully vested. An additional 11,700 shares vest on March 1, 2013, and 5,850 shares vest on March 1, 2014.
7. The shares are owned by Mr. Molina and his spouse as community property.
8. The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
9. The options are fully vested.

**Remarks:**

[John C. Molina, by Karen I. Calhoun, Attorney-in-Fact](#) [08/16/2012](#)

[John C. Molina, Trustee of the Molina Siblings Trust, by Karen Calhoun, Attorney-In-Fact](#) [08/16/2012](#)

\*\* 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.**