

**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* <u>WATT JANET M</u>  (Last) (First) (Middle) <u>MOLINA HEALTHCARE, INC.</u> <u>2277 FAIR OAKS BOULEVARD, SUITE 440</u>  (Street) <u>SACRAMENTO CA 95825-0001</u>  (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>Settlor-Molina Siblings Trust</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2008</u>	

**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	08/06/2008		J <sup>(1)</sup>		125,000	A	\$0	284,641	I	Interest in Trust <sup>(2)</sup>
Common Stock								32,978	I	Interest in Trust <sup>(3)</sup>
Common Stock								27,616	I	Interest in Trust <sup>(4)</sup>
Common Stock								90,689	I	Interest in Trust <sup>(5)</sup>
Common Stock								38,806	I	Interest in Trust <sup>(6)</sup>
Common Stock								121,937	I	Interest in Trust <sup>(7)</sup>
Common Stock								41,956	I	Interest in Trust <sup>(8)</sup>
Common Stock								14,681	D <sup>(9)</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					

**Explanation of Responses:**

- Distribution without consideration from the Molina Siblings Trust.
- The shares are owned by the Watt Family Trust, of which Ms. Watt is co-trustee and co-beneficiary.
- The shares are owned by the JMW GRAT 607/5, of which Ms. Watt is a beneficiary and her spouse is trustee.
- The shares are owned by the JMW GRAT 607/2, of which Ms. Watt is a beneficiary and her spouse is trustee.
- The shares are owned by the Janet M. Watt Separate Property Trust, of which Ms. Watt is trustee and beneficiary.
- The shares are owned by the Janet M. Watt Remainder Trust I, of which Ms. Watt is trustee and beneficiary.
- The shares are owned by the Janet Marie Watt Trust (1995), of which Ms. Watt is a co-trustee and beneficiary.

8. The shares are owned by the Molina Children's Trust for Janet M. Watt (1997), of which Ms. Watt is a co-trustee and beneficiary.

9. The shares are owned by Ms. Watt and her spouse as community property.

Jeff D. Barlow, by power of  
attorney for Janet M. Watt.

10/08/2008

\*\* 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.**