

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>ANDREWS MARK L ESQ</u> (Last) (First) (Middle) <u>2277 FAIR OAKS BOULEVARD, SUITE 440</u> (Street) <u>SACRAMENTO CA 95825</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								10,000 ⁽¹⁾	D	
Common Stock	03/30/2006		M		10,000	A	\$2 ⁽²⁾	20,000	D	
Common Stock	03/30/2006		S		10,000	D	\$32.745 ⁽³⁾	10,000	D	

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$2	03/30/2006		M			10,000	(4)	12/07/2008	Common Stock	10,000	\$0	33,550	D	
Stock Option (Right to Buy)	\$4.5							(5)	12/01/2011	Common Stock	72,000		72,000	D	
Stock Option (Right to Buy)	\$25.33							(6)	02/10/2014	Common Stock	30,000		30,000	D	
Stock Option (Right to Buy)	\$44.29							(7)	07/01/2006	07/01/2015	Common Stock	12,000	12,000	D	
Stock Options (Right to Buy)	\$28.66							(8)	02/02/2007	02/02/2016	Common Stock	21,000	21,000	D	

Explanation of Responses:

- 5,000 of the 10,000 shares held vest in one-fifth increments (of 1,000 shares each) on each of 7/1/2006, 7/1/2007, 7/1/2008, 7/1/2009, and 7/1/2010. The other 5,000 shares are fully vested, but are subject to a restriction on transfer until August 2, 2007.
- The shares were acquired as a result of the exercise of options for \$2 per share.
- Represents the weighted average sale price of 9 separate sales occurring on March 30, 2006.
- The options became fully exercisable on 5/1/2001.
- The options became fully exercisable upon the closing of the initial public offering of the issuer.
- The options vest in one-third increments on each of 2/10/2005, 2/10/2006, and 2/10/2007.
- The options vest in one-third increments on each of 7/1/2006, 7/1/2007, and 7/1/2008.
- The options vest in one-third increments on each of 2/2/2007, 2/2/2008, and 2/2/2009.

Mark L. Andrews

03/31/2006

** 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.

