

**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* <b>FEIN HARVEY A</b>			2. Issuer Name and Ticker or Trading Symbol <b>MOLINA HEALTHCARE INC [ MOH ]</b>			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) <b>VP, Internal Auditing</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/06/2006</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2277 FAIR OAKS BLVD, STE 440			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SACRAMENTO CA 95825</b>								
(City) (State) (Zip)								

**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								6,098 <sup>(1)</sup>	D	
Common Stock	03/06/2006		M		3,000	A	\$2	9,098	D	
Common Stock	03/06/2006		M		1,000	A	\$4.5	10,098	D	
Common Stock	03/06/2006		D		4,000	D	\$28.8278 <sup>(2)</sup>	6,098	D	
Common Stock	03/07/2006		M		13,000	A	\$2	19,098	D	
Common Stock	03/07/2006		D		13,000	D	\$29.222 <sup>(3)</sup>	6,098	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
Stock Options (Right to Buy)	\$2	03/06/2006		M			3,000	(4)	09/21/2009	Common Stock	3,000	\$0	32,520	D	
Stock Options (Right to Buy)	\$4.5	03/06/2006		M			1,000	(5)	12/27/2010	Common Stock	1,000	\$0	3,000	D	
Stock Options (Right to Buy)	\$2	03/07/2006		M			13,000	(4)	09/21/2009	Common Stock	13,000	\$0	19,520	D	
Stock Options (Right to Buy)	\$25.33							(6)	02/10/2005	02/10/2014	Common Stock	7,500	7,500	D	
Stock Options (Right to Buy)	\$44.29							(7)	07/01/2006	07/10/2015	Common Stock	4,500	4,500	D	
Stock Options (Right to Buy)	\$28.66							(8)	02/02/2007	02/02/2016	Common Stock	5,418	5,418	D	

**Explanation of Responses:**

- 5,098 of the shares are fully vested, although 3,000 of such vested shares are subject to a restriction on transfer until August 2, 2007. The 1,000 unvested shares will vest in one-fifth increments on each of 7/1/2006, 7/1/2007, 7/1/2008, 7/1/2009, and 7/1/2010.
- Represents the weighted average sales price of 8 sales made on 3/6/2006.
- Represents the weighted average sales price of 6 sales made on 3/7/2006.
- The options became fully exercisable as of 5/1/2002.
- The options became fully exercisable upon the closing of the initial public offering of the issuer in July 2003.
- The options vest in one-third increments on each of 2/10/2005, 2/10/2006, and 2/10/2007.

- 7. The options vest in one-third increments on each of 7/1/2006, 7/1/2007, and 7/1/2008.
- 8. The options vest in one-third increments on each of 2/2/2007, 2/2/2008, and 2/2/2009.

Harvey A. Fein, by Jeff D.  
Barlow, Attorney-in-Fact.

03/08/2006

\*\* 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.

**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.**

Know all by these presents, that the undersigned hereby constitutes and appoints Mark L. Andrews and Jeff D. Barlow, and each acting singly, the undersigned's true and lawful attorney-in-fact to:

- 1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Molina Healthcare, Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transaction in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of July, 2004.

/s/ Harvey A. Fein  
Signature

Harvey A. Fein  
Printed Name

Exhibit 24.1