

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

MOLINA HEALTHCARE, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**200 Oceangate, Suite 100
Long Beach, California**
(Address of Principal Executive Offices)

13-4204626
(I.R.S. Employer
Identification No.)

90802
(Zip Code)

**MOLINA HEALTHCARE, INC.
2002 EQUITY INCENTIVE PLAN
AND
2002 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plans)

**Mark L. Andrews, Esq.
Chief Legal Officer
Molina Healthcare, Inc.
2277 Fair Oaks Boulevard, Suite 440
Sacramento, California 95825**
(Name and address of agent for service)

(916) 646-9193
(Telephone number, including area code, of agent for service)

Copy to:

**Iain Mickle, Esq.
Boutin Gibson Di Giusto Hodell Inc.
555 Capitol Mall, Suite 1500
Sacramento, California 95814
(916) 321-4444**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered⁽¹⁾	Proposed maximum offering price per share⁽²⁾	Proposed maximum aggregate offering price⁽²⁾	Amount of registration fee
Common Stock, par value \$0.001 per share, issuable upon exercise of options or purchase of shares to be issued under the Molina Healthcare, Inc. 2002 Equity Incentive Plan	800,000	\$31.36	\$25,088,000	\$986
Common Stock, par value \$0.001 per share, issuable upon purchase of shares to be issued under the Molina Healthcare, Inc. 2002 Employee Stock Purchase Plan	565,626	\$31.36	\$17,738,031	\$698
Total	1,365,626	\$31.36	\$42,826,031	\$1,684

- (1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the Registrant's common stock that become issuable under the plans by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of the average of the high and low sale prices of the Registrant's common stock on the New York Stock Exchange on August 25, 2008 in accordance with Rule 457(c) of the Securities Act.

This Registration Statement relates to additional shares of the Registrant's common stock issuable upon the exercise of options or the purchase of shares under the Registrant's 2002 Equity Incentive Plan (the "Equity Incentive Plan") and upon the purchase of shares issuable under the Registrant's 2002 Employee Stock Purchase Plan (the "ESPP") as a result of the annual share increases, effective as of January 1, 2007 and 2008, provided for under the Equity Incentive Plan and the ESPP. The shares issuable under such plans prior to such two annual share increases were previously registered by the Registrant pursuant to a Registration Statement on Form S-8 (File No. 333-108317) filed on August 28, 2003, and pursuant to a Registration Statement on Form S-8 (File No. 333-138552) filed on November 9, 2006.

TABLE OF CONTENTS

PART I

PART II

Item 3. Incorporation of Documents by Reference.

Item 4. Description of Securities.

Item 5. Interests of Named Experts and Counsel.

Item 6. Indemnification of Directors and Officers.

Item 7. Exemption from Registration Claimed.

Item 8. Exhibits.

Item 9. Undertakings.

SIGNATURES

INDEX TO EXHIBITS

EXHIBIT 5.1

EXHIBIT 23.1

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

In accordance with the Note to Part I of Form S-8, the information specified by Part I has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

1. The Registrant's Annual Report on Form 10-K, filed March 17, 2008.
2. The Registrant's Quarterly Report on Form 10-Q for the first quarter ended March 31, 2008, filed May 8, 2008.
3. The Registrant's Quarterly Report on Form 10-Q for the second quarter ended June 30, 2008, filed July 30, 2008.
4. The Registrant's first Amended Quarterly Report on Form 10-Q/A for the second quarter ended June 30, 2007.
5. The Registrant's second Amended Quarterly Report on Form 10-Q/A for the second quarter ended June 30, 2007.
6. The Registrant's Current Reports on Form 8-K, filed January 8, January 18, May 21, and July 28, 2008, and the Registrant's Current Report on Form 8-K/A filed January 17, 2008 (each except with respect to those items furnished but not filed).
7. The description of the Registrant's Common Stock contained in its Form 8-A Registration Statement, filed June 25, 2003, under file number 1-31719, which incorporates by reference the description of the Registrant's Common Stock contained in its Form S-1 Registration Statement, filed December 30, 2002, under file number 333-102268, as amended.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

As permitted by Section 145 of the Delaware General Corporation Law, the Registrant's certificate of incorporation and bylaws provide that the Registrant shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Delaware General Corporation Law, including in circumstances in which indemnification is otherwise discretionary under Delaware law.

Table of Contents

In addition, the Registrant has entered into separate indemnification agreements with its directors, officers, and certain employees which requires the registrant, among other things, to indemnify them against certain liabilities which may arise by reason of their status as directors, officers, or other employees, as applicable. In addition, the Registrant's obligations under the indemnification agreements with certain of its independent directors are guaranteed up to a maximum of \$22.5 million by the Mary R. Molina Living Trust, the beneficial owner of approximately 12.8% of the Registrant's common stock as of March 31, 2008. The Registrant also maintains director and officer liability insurance that insures directors and officers of the Registrant against certain liabilities.

These indemnification provisions and the indemnification agreements entered into between the Registrant and its officers, directors, and certain employees may be sufficiently broad to permit indemnification of the Registrant's officers, directors, and such employees for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Reference is made to the Index to Exhibits.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to the information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Table of Contents

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Long Beach, State of California, on the 28th day of August, 2008.

MOLINA HEALTHCARE, INC.

By: /s/ Joseph M. Molina, M.D.

Joseph M. Molina, M.D.,
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Joseph M. Molina, M.D., his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and additions to this registration statement on Form S-8, and to file any such amendments, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agents or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joseph M. Molina, M.D.</u> Joseph M. Molina, M.D.	Director, Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	August 29, 2008
<u>/s/ John C. Molina</u> John C. Molina	Director, Chief Financial Officer and Treasurer (Principal Financial Officer)	August 29, 2008
<u>/s/ Joseph W. White</u> Joseph W. White	Chief Accounting Officer (Principal Accounting Officer)	August 29, 2008
<u>/s/ Ronna E. Romney</u> Ronna E. Romney	Director	August 29, 2008
<u>/s/ Charles Z. Fedak</u> Charles Z. Fedak	Director	August 29, 2008
<u>/s/ Sally K. Richardson</u> Sally K. Richardson	Director	August 29, 2008
<u>/s/ Frank E. Murray, M.D.</u> Frank E. Murray, M.D.	Director	August 29, 2008
<u>/s/ John P. Szabo, Jr.</u> John P. Szabo, Jr.	Director	August 29, 2008
<u>/s/ Steven J. Orlando</u> Steven J. Orlando	Director	August 29, 2008

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to Registrant's Registration Statement on Form S-1 (Number 333-102268), as amended).
3.2	Bylaws (incorporated by reference to Exhibit 3.4 to Registrant's Registration Statement on Form S-1 (Number 333-102268), as amended).
3.3	Form of share certificate for common stock (incorporated by reference to Exhibit 3.5 to Registrant's Registration Statement on Form S-1 (Number 333-102268), as amended).
5.1	Opinion of Boutin Gibson Di Giusto Hodell Inc.
10.1	2002 Equity Incentive Plan (incorporated by reference to Appendix B to Registrant's Definitive Proxy Statement filed on March 29, 2006)
10.2	2002 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.14 to Registrant's Registration Statement on Form S-1 (Number 333-102268), as amended).
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Boutin Gibson Di Giusto Hodell Inc. (included in Exhibit 5.1).
24.1	Powers of Attorney (included on signature page).

BOUTIN GIBSON DI GIUSTO HODELL INC.

A PROFESSIONAL CORPORATION

555 Capitol Mall, Suite 1500

Sacramento, CA 95814

Telephone: (916) 321-4444

Fax: (916) 558-6210

August 28, 2008

Molina Healthcare, Inc.
200 OceanGate, Suite 100
Long Beach, California 90802

Ladies and Gentlemen:

Description of Representation

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Molina Healthcare, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") on or about August 28, 2008 in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 1,365,626 shares of the Company's Common Stock (the "Stock"), of which 800,000 shares have been reserved for issuance under the Company's 2002 Equity Incentive Plan (the "2002 Plan") and 565,626 shares have been reserved for issuance under the Company's 2002 Employee Stock Purchase Plan (the "2002 ESPP").

Materials Examined

In rendering this opinion, we have examined such instruments, documents and records as we have deemed relevant and necessary in order to render the opinions set forth herein, which included examination of the following:

- (1) the Company's Certificate of Incorporation, certified by the Secretary of State of Delaware on August 19, 2008;
 - (2) the Company's Bylaws, certified by the Secretary of the Company;
 - (3) all minutes of meetings and actions by written consent of the Board of Directors and stockholders of the Company with respect to the 2002 Plan or the 2002 ESPP, certified by the Secretary of the Company;
 - (4) the Registration Statement, together with the exhibits filed as a part thereof or incorporated therein by reference (including without limitation the 2002 Plan and 2002 ESPP); and
-

(5) a Management Certificate addressed to us and dated of even date herewith executed by certain officers of the Company containing certain factual representations (the "Management Certificate").

Opinions

Based upon the foregoing, we advise you that in our opinion:

(1) The 800,000 additional shares of Stock that may be issued and sold by the Company upon the exercise of options and purchase rights granted or to be granted under the 2002 Plan, when issued, sold and delivered in accordance with the 2002 Plan and purchase agreements to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement, will be validly issued, fully paid and nonassessable; and

(2) The 565,626 additional shares of Stock that may be issued and sold by the Company pursuant to the 2002 ESPP, when issued, sold and delivered in accordance with the 2002 ESPP and purchase agreements to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement, will be validly issued, fully paid and nonassessable.

Certain Assumptions

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof. We have also assumed that the certificates representing the Stock have been, or will be when issued, properly signed by authorized officers or agents of the Company.

Certain Limitations and Qualifications

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from the documents referred to above and the representations and warranties made by Company representatives to us, including but not limited to those set forth in the Management Certificate. We have made no independent investigation or other attempt to verify the accuracy of such information or to determine the existence or non-existence of any other factual matters.

As you know, we are admitted to practice law in the State of California. We express no opinion as to matters of law in any jurisdiction other than the State of California, except with respect to the General Corporation Law of the State of Delaware, and the federal laws of the United States.

Molina Healthcare Inc.

August 28, 2008

Page 3

Use of Opinion

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, any prospectus constituting a part thereof and any amendments thereto. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion, as an exhibit or otherwise.

This opinion is intended solely for use in connection with the issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. We assume no obligation to advise you of any fact, circumstance, event or change in law of which we subsequently became aware or that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

BOUTIN GIBSON DI GIUSTO HODELL INC.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Molina Healthcare, Inc. 2002 Equity Incentive Plan and 2002 Employee Stock Purchase Plan of our reports dated March 17, 2008, with respect to the consolidated financial statements of Molina Healthcare, Inc., and the effectiveness of internal control over financial reporting of Molina Healthcare, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2007, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Los Angeles, California
August 26, 2008