

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* ANDREWS MARK L ESQ			2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH]			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) Chief Legal Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/29/2006			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 BOULEVARD, SUITE 440			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SACRAMENTO CA 95825								
(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	08/29/2006		M		14,000	A	\$2	24,000	D	
Common Stock	08/29/2006		S		14,000	D	\$36.9976 ⁽¹⁾	10,000	D	
Common Stock	08/30/2006		M		7,600	A	\$2	17,600	D	
Common Stock	08/30/2006		S		7,600	D	\$37.4526 ⁽²⁾	10,000	D	
Common Stock	08/31/2006		M		8,400	A	\$2	18,400	D	
Common Stock	08/31/2006		S		8,400	D	\$37.4718 ⁽³⁾	10,000 ⁽⁴⁾	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	08/29/2006		M			14,000	05/01/2001	12/07/2008	Common Stock	14,000	\$0	19,550	D	
Stock Option (Right to Buy)	\$2	08/30/2006		M			7,600	05/01/2001	12/07/2008	Common Stock	7,600	\$0	11,950	D	
Stock Option (Right to Buy)	\$2	08/31/2006		M			8,400	05/01/2001	12/07/2008	Common Stock	8,400	\$0	3,550	D	
Stock Option (Right to Buy)	\$4.5							07/02/2003 ⁽⁵⁾	12/01/2011	Common Stock	72,000		72,000	D	
Stock Option (Right to Buy)	\$25.33							02/10/2005 ⁽⁶⁾	02/10/2014	Common Stock	30,000		30,000	D	
Stock Option (Right to Buy)	\$44.29							07/01/2006 ⁽⁷⁾	07/01/2015	Common Stock	12,000		12,000	D	
Stock Option (Right to Buy)	\$28.66							02/02/2007 ⁽⁸⁾	02/02/2016	Common Stock	21,000		21,000	D	

Explanation of Responses:

- 1. Represents the weighted average sale price of 12 sales on 8/29/2006.
- 2. Represents the weighted average sale price of 7 sales on 8/30/2006.
- 3. Represents the weighted average sale price of 13 sales on 8/31/2006.

4. 4,000 of the 10,000 shares vest in 1,000 share increments on each of 7/1/2007, 7/1/2008, 7/1/2009, and 7/1/2010. 1,000 of the shares are fully vested and freely transferable. 5,000 shares are fully vested but subject to a restriction on transfer until 8/2/2007.

5. The options became fully exercisable upon the closing of the initial public offering of the issuer in July 2003.

6. 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.

Mark L. Andrews

08/31/2006

** 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.

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.