

**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* <b>MOLINA J MARIO MD</b>  (Last) (First) (Middle) 2277 FAIR OAKS BLVD., SUITE 440  (Street) SACRAMENTO CA 95825  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>President &amp; CEO / Settlor-Molina Siblings Trust</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2010</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	03/01/2010		A <sup>(1)</sup>		15,600	A	\$0.00	219,608 <sup>(2)</sup>	D	
Common Stock	03/01/2010		F <sup>(3)</sup>		2,862	D	\$21.77	216,746	D	
Common Stock								100,000	I	Trustee of trust <sup>(4)</sup>
Common Stock								120,619	I	Trustee of trust <sup>(5)</sup>
Common Stock								26,595	I	Trust <sup>(6)</sup>
Common Stock								42,654	I	Trust <sup>(7)</sup>
Common Stock								82,700	I	Sole manager of limited liability company <sup>(8)</sup>
Common Stock								38,806	I	Trustee of trust <sup>(9)</sup>
Common Stock								160,000	I	General partner of family partnership <sup>(10)</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					
Stock Option (Right to Buy)	\$31.32							03/01/2008 <sup>(11)</sup>	03/01/2017	Common Stock	36,000	36,000	D	

**Explanation of Responses:**

- Grant of restricted shares under the Issuer's 2002 Equity Incentive Plan. The shares vest in one-quarter increments on 3/1/2011, 3/1/2012, 3/1/2013 and 3/1/2014.
- 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2008. 3,900 of such shares vested on 3/1/2009 and 3/1/2010, respectively, and the balance vest in one-half increments on 3/1/2011 and 3/1/2012. 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2009. 3,900 of such shares vested on 3/1/2010, and the balance vest in one-third increments on 3/1/2011, 3/1/2012 and 3/1/2013.
- In connection with the vesting of 7,800 shares on 3/1/2010, the Reporting Person surrendered 2,862 shares in payment of the taxes associated with the vested shares.
- The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- The shares are owned by JMM GRAT 1208/2, of which Dr. Molina is beneficiary.
- The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.

8. The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.

9. The shares are owned by the Joseph Marion Molina, M.D., Remainder Trust I, of which Dr. Molina is trustee and beneficiary.

10. The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.

11. The options vest in one-fourth increments on each of 3/1/2008, 3/1/2009, 3/1/2010 and 3/1/2011.

**Remarks:**

/s/ Joseph M. Molina, M.D., by  
Karen Calhoun, Attorney-in- 03/02/2010  
Fact

\*\* 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.

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