

| OMB APPROVAL | |
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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

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>WATT JANET M</u> (Last) (First) (Middle) <u>MOLINA HEALTHCARE, INC.</u> <u>2277 FAIR OAKS BOULEVARD, SUITE 440</u> (Street) <u>SACRAMENTO CA 95825-0001</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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Settlor-Molina Siblings Trust</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2008</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 | 05/19/2008 | | G | | 1,350 | D | \$0 | 125,689 | I | See footnote ⁽¹⁾ |
| Common Stock | | | | | | | | 38,806 | I | See footnote ⁽²⁾ |
| Common Stock | | | | | | | | 120,235 | I | See footnote ⁽³⁾ |
| Common Stock | | | | | | | | 40,000 | I | See footnote ⁽⁴⁾ |
| Common Stock | | | | | | | | 60,000 | I | See footnote ⁽⁵⁾ |
| Common Stock | | | | | | | | 121,937 | I | See footnote ⁽⁶⁾ |
| Common Stock | | | | | | | | 41,956 | I | See footnote ⁽⁷⁾ |
| Common Stock | | | | | | | | 14,681 | D ⁽⁸⁾ | |

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 | | | | | |

Explanation of Responses:

- The shares are owned by the Watt Family Trust, of which Ms. Watt is co-trustee and co-beneficiary.
- The shares are owned by the Janet M. Watt Remainder Trust I, of which Ms. Watt is trustee and beneficiary.
- The shares are owned by the Janet M. Watt Separate Property Trust, of which Ms. Watt is trustee and beneficiary.
- The shares are owned by the JMW GRAT 607/5, of which Ms. Watt is a beneficiary and her spouse is trustee.
- The shares are owned by the JMW GRAT 607/2, of which Ms. Watt is a beneficiary and her spouse is trustee.
- The shares are owned by the Janet Marie Watt Trust (1995), of which Ms. Watt is a co-trustee and beneficiary.
- The shares are owned by the Molina Children's Trust for Janet M. Watt (1997), of which Ms. Watt is a co-trustee and beneficiary.
- The shares are owned by Ms. Watt and her spouse as community property.

Remarks:

/s/ Janet M. Watt, by Karen Calhoun, Attorney-in-Fact

05/20/2008

** Signature of Reporting Person

Date

* 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.