

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 | |
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|---|---|---|
| 1. Name and Address of Reporting Person* MOLINA JOHN C (Last) (First) (Middle) 2277 FAIR OAKS BLVD., SUITE 440 (Street) SACRAMENTO CA 95825 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) CFO / Trustee/Settlor Siblings Trust |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/23/2009 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 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 | 10/23/2009 | | s ⁽¹⁾ | | 20,906 | D | \$19.1945 ⁽²⁾ | 482,319 | D | |
| Common Stock | | | | | | | | 2,460,992 | I | Trustee of Family Trust ⁽³⁾ |
| Common Stock | | | | | | | | 30,297 | I | Trustee of Family Trust ⁽⁴⁾ |
| Common Stock | | | | | | | | 38,636 ⁽⁵⁾ | D ⁽⁶⁾ | |
| Common Stock | | | | | | | | 38,806 | I | Trustee of Family Trust ⁽⁷⁾ |
| Common Stock | | | | | | | | 50,394 | I | Trustee of Family Trust ⁽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 | | | | | |
| Stock Option (Right to Buy) | \$31.32 | | | | | | | 03/01/2008 ⁽⁹⁾ | 03/01/2017 | Common Stock | | 36,000 | D | |

Explanation of Responses:

- Sale pursuant to the Rule 10b5-1 Trading Plan of the Reporting Person.
- Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$19.00 to \$19.77. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
- The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- 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 the balance vest in one-third increments on 3/1/2010, 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 and vest in one-quarter increments on 3/1/2010, 3/1/2011, 3/1/2012 and 3/1/2013.
- The shares are owned by Mr. Molina and his spouse as community property.
- The shares are owned by the John C. Molina Remainder Trust I, of which Mr. Molina is the trustee and beneficiary.
- The shares are owned by the M/T Molina Children's Education Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
- 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/ John C. Molina, by Karen I. Calhoun, Attorney-in-Fact 10/26/2009

** 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.