SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]

 FEDAK CHARLES Z

 (Last) (First) (Middle)

 2277 FAIR OAKS BOULEVARD, SUITE 440

 (Street)

 SACRAMENTO CA 95825

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 MOLINA HEALTHCARE INC [MOH]

 3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2007

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director   10% Owner

 Officer (give title below)   Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X Form filed by One Reporting Person

 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	05/10/2007		A[(1)]		5,000[(2)]	A	$0	9,000	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)	$16.98							[(3)]	01/01/2013	Common Stock	9,000		9,000	D	
Stock Option (Right to Buy)	$25.33							[(3)]	02/10/2014	Common Stock	4,000		4,000	D	

Explanation of Responses:

1. Grant of restricted stock under the Molina Healthcare, Inc. 2002 Equity Incentive Plan.

2. The 5,000 shares vest in one-quarter increments on each of June 30, 2007, September 30, 2007, December 31, 2007, and March 31, 2008.

3. The options are exercisable immediately.

Charles Z. Fedak, CPA, by Jeff D. Barlow, Attorney-in-Fact.   05/14/2007

** 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.

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              LIMITED POWER OF ATTORNEY FOR SECTION 16(a) FILINGS


Know all by these presents, that the undersigned hereby constitutes
and appoints Mark L. Andrews and Jeff D. Barlow, and each acting
singly, the undersigned's true and lawful attorney-in-fact to:

1)  execute for and on behalf of the undersigned, in the undersigned's
capacity as an officer, director and/or stockholder of Molina
Healthcare, Inc. (the "Company"), Forms 3, 4, and 5 and amendments
thereto in accordance with Section 16(a) of the Securities Exchange
Act of 1934 and the rules thereunder; and

2)  do and perform any and all acts for and on behalf of the
undersigned which may be necessary or desirable to complete and
execute any such Form 3, 4, or 5 or amendment thereto and timely file
such form with the United States Securities and Exchange Commission
(the "SEC") and any stock exchange or similar authority.


The undersigned hereby grants to each such attorney-in-fact full power
and authority to do and perform any and every act and thing whatsoever
requisite, necessary, or proper to be done in the exercise of any of
the rights and powers herein granted, as fully to all intents and
purposes as the undersigned might or could do if personally present,
with full power of substitution or revocation, hereby ratifying and
confirming all that such attorney-in-fact, or such attorney-in-fact's
substitute or substitutes, shall lawfully do or cause to be done by
virtue of this Power of Attorney and the rights and powers herein granted.
The undersigned acknowledges that the foregoing attorneys-in-fact, in
serving in such capacity at the request of the undersigned, are not
assuming, nor is the Company assuming, any of the undersigned's
responsibilities to comply with Section 16 of the Securities Exchange
Act of 1934.


This Power of Attorney shall remain in full force and effect until the
undersigned is no longer required to file Forms 3, 4, and 5 with respect
to the undersigned's holdings of and transaction in securities of the
Company, unless earlier revoked by the undersigned in a signed writing
delivered to the foregoing attorneys-in-fact.  This Power of Attorney
may be filed with the SEC as a confirming statement of the authority
granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney
to be executed as of this 28th day of April, 2005.


/s/ Charles Z. Fedak
Signature

Charles Z. Fedak
Printed Name


Exhibit 24
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