

MOLINA J MARIO MD  
Form 4  
December 27, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOLINA J MARIO MD

2. Issuer Name and Ticker or Trading Symbol  
MOLINA HEALTHCARE INC  
[MOH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
300 UNIVERSITY AVE., SUITE 100  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO / Settlor-Molina Siblings Trust

SACRAMENTO, CA 95825

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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)
Common Stock	03/14/2011		G	V 15,000 D	\$ 0 (1) 30,646 (2) (3)	I	Trustee of trust (4)
Common Stock	06/02/2011		G	V 4,650 D	\$ 0 (1) 25,996 (2) (3)	I	Trustee of trust (4)
Common Stock	12/06/2011		G	V 597 A	\$ 0 (5) 26,593 (2) (3)	I	Trustee of trust (4)
Common Stock					697,381 (2) (6)	D	
Common Stock					70,050 (2)	I	Manager of limited

Common Stock	150,000 <sup>(2)</sup>	I	liability company <sup>(7)</sup>
Common Stock	34,446 <sup>(2)</sup> <sup>(9)</sup>	I	Trustee of trust <sup>(8)</sup>
Common Stock	53,942 <sup>(2)</sup> <sup>(11)</sup>	I	Trust <sup>(10)</sup>
Common Stock	240,000 <sup>(2)</sup>	I	Trust <sup>(12)</sup>
Common Stock	250,000 <sup>(2)</sup>	I	General partner of family partnership <sup>(13)</sup>
Common Stock	1,362 <sup>(2)</sup>	I	Trust <sup>(14)</sup>
Common Stock	1,362 <sup>(2)</sup>	I	Trust <sup>(15)</sup>
Common Stock	1,361 <sup>(2)</sup>	I	Trust <sup>(16)</sup>
Common Stock	1,361 <sup>(2)</sup>	I	Trust <sup>(17)</sup>
Common Stock	1,361 <sup>(2)</sup>	I	Trust <sup>(18)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)



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The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for David M.F. Molina dated 12/3/2008.

- (16) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Mary Clare F. Molina dated 12/3/2008.
- (17) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Carly F. Fox dated 12/3/2008.
- (18) The shares are owned by Dr. Molina's spouse, Therese A. Molina, Trustee of the Remainder Trust for Colleen A.F. Fox dated 12/3/2008.
- (19) Reflects adjusted price as a result of the 3:2 stock split effective May 20, 2011.
- (20) The options vested in one-fourth increments on each of 3/1/2008, 3/1/2009, 3/1/2010 and 3/1/2011.

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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