

DENTINO WILLIAM
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 *
DENTINO WILLIAM

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)
3300 DOUGLAS BLVD., SUITE 430

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2011

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Trustee of trust owners

ROSEVILLE, CA 95661

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/06/2011		G ⁽¹⁾	V 8,955 D	\$ 0 3,596,126 ⁽³⁾ <u>(2)</u> <u>(4)</u>	D ⁽⁵⁾	
Common Stock					4,090,360 ⁽⁴⁾	D ⁽⁶⁾	
Common Stock					300 ⁽⁴⁾	D ⁽⁷⁾	
Common Stock					85,481 ⁽⁴⁾ ⁽⁸⁾	D ⁽⁹⁾	
Common Stock					1,500 ⁽⁴⁾	D ⁽¹⁰⁾	

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Common Stock	2,774 ⁽⁴⁾ ⁽¹¹⁾	I	Trustee ⁽¹²⁾
Common Stock	2,774 ⁽⁴⁾ ⁽¹¹⁾	I	Trustee ⁽¹³⁾
Common Stock	27,105 ⁽⁴⁾	I	Trustee ⁽¹⁴⁾
Common Stock	52,452 ⁽⁴⁾ ⁽¹⁵⁾	I	Trustee ⁽¹⁶⁾
Common Stock	155,976 ⁽⁴⁾ ⁽¹⁷⁾	I	Trustee ⁽¹⁸⁾
Common Stock	412,062 ⁽⁴⁾ ⁽¹⁹⁾	I	Trustee ⁽²⁰⁾
Common Stock	388,176 ⁽⁴⁾ ⁽²¹⁾	I	Trustee ⁽²²⁾
Common Stock	97,186 ⁽⁴⁾ ⁽²³⁾	I	Trustee ⁽²⁴⁾
Common Stock	232,909 ⁽⁴⁾ ⁽²⁵⁾	I	Trustee ⁽²⁶⁾
Common Stock	303,739 ⁽⁴⁾ ⁽²⁷⁾	I	Trustee ⁽²⁸⁾
Common Stock	398,561 ⁽⁴⁾ ⁽²⁹⁾	I	Trustee ⁽³⁰⁾
Common Stock	385,768 ⁽⁴⁾ ⁽³¹⁾	I	Trustee ⁽³²⁾
Common Stock	402,749 ⁽⁴⁾ ⁽³³⁾	I	Trustee ⁽³⁴⁾
Common Stock	600,000 ⁽⁴⁾	I	Trustee ⁽³⁵⁾
Common Stock	750,000 ⁽⁴⁾ ⁽³⁶⁾	I	Trustee ⁽³⁷⁾

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENTINO WILLIAM 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661				Trustee of trust owners
PEDERSEN CURTIS 6218 EAST 6TH STREET LONG BEACH, CA 90803				Trustee of trust owners
MARY R MOLINA LIVING TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661		X		
MOLINA MARITAL TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661		X		

Signatures

William Dentino, by Karen Calhoun, Attorney-In-Fact	12/27/2011
__Signature of Reporting Person	Date
Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact	12/27/2011
__Signature of Reporting Person	Date
William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact	12/27/2011
__Signature of Reporting Person	Date
William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact	12/27/2011
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Gift to family members.

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- (2) Price not applicable to a gift.
Includes an aggregate of 1,851,015 shares previously transferred from MRM GRAT 308/3, MRM GRAT 507/4, MRM GRAT 508/3, MRM GRAT 609/2, MRM GRAT 609/4, MRM GRAT 609/7, MRM GRAT 610/2, MRM 610/4, MRM GRAT 610/5, MRM GRAT 905/7A, MRM GRAT 905/7B, MRM GRAT 1108/3, MRM GRAT 1209/2, MRM GRAT 1209/3 and MRM GRAT 1209/4 in non-reportable transactions. Excludes an aggregate of 750,000 shares previously transferred to MRM GRAT 811/3 in a non-reportable transaction.
- (4) Amount of securities beneficially owned adjusted to reflect the 3:2 stock split effective May 20, 2011.
- (5) The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (6) The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (7) The shares are owned by Mr. Pedersen.
- (8) Excludes 185,167 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (9) The shares are owned by the MRM GRAT 508/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (10) The shares are owned by Mr. Dentino.
- (11) Excludes 110,179 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (12) The shares are owned by the MRM GRAT 905/7A, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (13) The shares are owned by the MRM GRAT 905/7B, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (14) The shares are owned by the MRM GRAT 1108/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (15) Excludes 108,138 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (16) The shares are owned by the MRM GRAT 1108/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (17) Excludes 202,564 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (18) The shares are owned by the MRM GRAT 609/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (19) Excludes 85,737 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (20) The shares are owned by the MRM GRAT 609/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (21) Excludes 28,204 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (22) The shares are owned by the MRM GRAT 609/7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (23) Excludes 173,837 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (24) The shares are owned by the MRM GRAT 1209/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (25) Excludes 106,964 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (26) The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (27) Excludes 70,169 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (28) The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (29) Excludes 201,439 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (30) The shares are owned by MRM GRAT 610/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (31) Excludes 64,232 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (32) The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (33) Excludes 47,251 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
- (34) The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (35) The shares are owned by MRM GRAT 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (36) Includes shares previously transferred from the Mary R. Molina Living Trust in a non-reportable transaction.
- (37) The shares are owned by MRM GRAT 811/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.

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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