MOLINA HEALTHCARE INC

Form 4

September 17, 2007

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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0.5

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Addr MOLINA JOH	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE INC [MOH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
MOLINA HEAINC., 2277 FA	IR OAKS	•	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2007	X Director 10% OwnerX Officer (give titleX Other (specify below) below) Exec. V.P., Financial Affairs / Settlor-Molina Siblings Trust		

(Zin)

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

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

SACRAMENTO, CA 95825-0001

(State)

(Street)

(City)	(State) (Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose 4 and (A) or	d of (D)	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	09/17/2007		S(1)	1	D	\$ 36.05	3,334,381	I	Trustee of Family Trust (2)
Common Stock	09/17/2007		S <u>(1)</u>	66	D	\$ 36.13	3,334,315	I	Trustee of Family Trust (2)
Common Stock	09/17/2007		S <u>(1)</u>	100	D	\$ 36.01	3,334,215	I	Trustee of Family Trust (2)

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Common Stock	09/17/2007	S <u>(1)</u>	100	D	\$ 36.01	3,334,115	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S <u>(1)</u>	92	D	\$ 36.06	3,334,023	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S <u>(1)</u>	8	D	\$ 36.07	3,334,015	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S(1)	50	D	\$ 36.2	3,333,965	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S(1)	150	D	\$ 36.3	3,333,815	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S(1)	300	D	\$ 36.5	3,333,515	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S <u>(1)</u>	100	D	\$ 36.47	3,333,415	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S <u>(1)</u>	100	D	\$ 36.53	3,333,315	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S <u>(1)</u>	100	D	\$ 36.47	3,333,215	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S <u>(1)</u>	100	D	\$ 36.47	3,333,115	I	Trustee of Family Trust (2)
Common Stock	09/17/2007	S <u>(1)</u>	800	D	\$ 36.42	3,332,415	I	Trustee of Family Trust (2)
Common Stock						656,133	D	
Common Stock						20,000	I	Trust (3)
Common Stock						30,000	I	Trust (4)
Common Stock						7,436	D (5)	
Common Stock						50,394	I	Trustee of Family

Trust (6)

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to	\$ 31.32					03/01/2008(7)	03/01/2017	Common Stock	36,000

Reporting Owners

Buy)

	Keiationsnips						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MOLINA JOHN C MOLINA HEALTHCARE, INC. 2277 FAIR OAKS BOULEVARD, SUITE 440 SACRAMENTO, CA 95825-0001	X		Exec. V.P., Financial Affairs	Settlor-Molina Siblings Trust			

Signatures

John C. Molina, by Karen Calhoun,
Attorney-in-Fact

09/17/2007

**Signature of Reporting Person Date

Reporting Owners 3

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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) The shares were sold under the Rule 10b5-1 Trading Plan of the Reporting Person.
- (2) The shares are owned by the Molina Sibilings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
- (3) The shares are owned by the JCM GRAT 607/5, of which Mr. Molina is a beneficiary.
- (4) The shares are owned by the JCM GRAT 607/2, of which Mr. Molina is a beneficiary.
- (5) The shares are owned by Mr. Molina and his spouse as community property.
- (6) 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.
- (7) The options vest 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.