Nichols Norman
Form 4
January 04, 2012

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nichols Norman

(Last) (First) (Middle)

300 UNIVERSITY AVENUE, SUITE 100

(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)
06/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Pres, MMS

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	06/01/2011(1)		F(2)		198	D	$ 26.27 (3)	9,016 (4) (5)	D	
Common Stock	06/30/2011(1)		A(6)		1,207	A	$ 27.12 (7)	10,223 (5)	D	
Common Stock	10/03/2011(1)		F(8)		358	D	$ 15.44 (9)	9,865 (5)	D	
Common	12/30/2011		A(6)		93	A	$	9,958 (5)	D	

Stock		22.33 (9) (10)

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nichols Norman 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825				Pres, MMS

Signatures

Jeff D. Barlow, by power of attorney for Norman Nichols.	01/04/2012
**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) The reporting person's failure to file his Form 4 report at the time of the scheduled vesting or scheduled purchase was inadvertent.

(2) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 750 shares on June 1, 2011.

(3) Represents the closing price of the issuer's common stock on June 1, 2011.

(4) Amount of securities beneficially owned adjusted to reflect a 3:2 stock split effective May 20, 2011.

(5) Shares vest in 750 share increments on each of June 1, 2012, June 1, 2013, and June 1, 2014; additional shares vest in 1,350 share increments on each of October 1, 2012, October 1, 2013, and October 1, 2014, the remainder of the shares are vested.

(6) The shares were acquired under the Molina Healthcare, Inc. 2011 Employee Stock Purchase Plan (the "ESPP").

(7) Represents the closing price of issuer's common stock on June 30, 2011. The purchase price is based on the stock's lower market price as of the two following dates: (1) January 1, 2011, the first day of the ESPP offering period, and (2) June 30, 2011, the last day of the ESPP offering period.

(8) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 1,350 shares on October 1, 2011.

(9) Represents the closing price of the issuer's common stock on October 3, 2011.

(10) Represents the closing price of issuer's common stock on December 30, 2011. The purchase price is based on the stock's lower market price as of the two following dates: (1) July 1, 2011, the first day of the ESPP offering period, and (2) December 31, 2011, the last day of the ESPP offering period.

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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