

MOLINA J MARIO MD
Form 4
March 05, 2012

FORM 4

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

OMB APPROVAL

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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)
03/01/2012

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	03/01/2012		F ⁽¹⁾	V	75,231	D	\$ 33.53 ⁽²⁾	114,594 ⁽³⁾	D ⁽⁴⁾	
Common Stock	03/01/2012		S	V	14,800	D	\$ 33.6815 ⁽⁵⁾	99,794 ⁽³⁾	D ⁽⁴⁾	
Common Stock								461,132 ⁽⁶⁾	D	
Common Stock								120,869 ⁽⁷⁾	I	Trustee of trust ⁽⁸⁾
								43,050 ⁽⁹⁾	I	

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Common Stock						Manager of limited liability company ⁽¹⁰⁾
Common Stock				107,309 ⁽¹¹⁾	I	Trustee of trust ⁽¹²⁾
Common Stock				43,131 ⁽¹³⁾	I	Trust ⁽¹⁴⁾
Common Stock				240,000	I	General partner of family partnership ⁽¹⁵⁾
Common Stock				250,000	I	Trust ⁽¹⁶⁾
Common Stock				1,362	I	Trust ⁽¹⁷⁾
Common Stock				1,362	I	Trust ⁽¹⁸⁾
Common Stock				1,361	I	Trust ⁽¹⁹⁾
Common Stock				1,361	I	Trust ⁽²⁰⁾

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. Price or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

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beneficiaries of these trusts.

- (16) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- (17) 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.
- (18) 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.
- (19) 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.
- (20) 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.
- (21) The options are fully vested.

Remarks:

The report previously overstated 34,446 shares held by the JMM GRAT 1208/2 which had been distributed in full.

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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