

ANDREWS MARK L ESQ

Form 4

March 04, 2008

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDREWS MARK L ESQ

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)  
2277 FAIR OAKS BOULEVARD,  
SUITE 440

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Legal Officer

(Street)  
SACRAMENTO, CA 95825

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  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 03/01/2008                              |                                                             | A <sup>(1)</sup>                        |                                                                            | 12,700                                                                                                             | A                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                         |                                                                            | 48,800 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |

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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable                                               | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.5                                                             | 06/01/2007                              |                                                             | M                                    | 20,550                                                                                                       | <u>(3)</u>                                                     | 12/01/2011         | Common<br>Stock                                                     | 20,550                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 25.33                                                           |                                         |                                                             |                                      |                                                                                                              | <u>(3)</u>                                                     | 02/10/2014         | Common<br>Stock                                                     | 30,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.29                                                           |                                         |                                                             |                                      |                                                                                                              | 07/01/2006 <u>(4)</u>                                          | 07/01/2015         | Common<br>Stock                                                     | 12,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 28.66                                                           |                                         |                                                             |                                      |                                                                                                              | 02/02/2007 <u>(5)</u>                                          | 02/02/2016         | Common<br>Stock                                                     | 21,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.32                                                           |                                         |                                                             |                                      |                                                                                                              | 03/01/2008 <u>(6)</u>                                          | 03/01/2017         | Common<br>Stock                                                     | 11,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                     |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                                   | Director      | 10% Owner | Officer             | Other |
| ANDREWS MARK L ESQ<br>2277 FAIR OAKS BOULEVARD, SUITE 440<br>SACRAMENTO, CA 95825 |               |           | Chief Legal Officer |       |

## Signatures

Mark L.  
Andrews

03/04/2008

          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) Grant of restricted shares under the issuer's 2002 Equity Incentive Plan. The shares vest in one-quarter increments on each of 3/1/2009, 3/1/2010, 3/1/2011 and 3/1/2012.

Increments of 1,000 shares shall vest on each of 7/1/2008, 7/1/2009, and 7/1/2010. 5,550 shares vest in one-quarter increments on each of 3/1/08, 3/1/09, 3/1/10, and 3/1/11. 12,700 shares vest in one-quarter increments on each of 3/1/2009, 3/1/2010, 3/1/2011 and 3/1/2012. The remainder of the shares are fully vested.

(3) The options are fully vested and exercisable.

(4) The options vest in one-third increments on each of 7/1/2006, 7/1/2007, and 7/1/2008.

(5) The options vest in one-third increments on each of 2/2/2007, 2/2/2008, and 2/2/2009.

(6) The options vest in one-quarter increments on each of 3/1/08, 3/1/09, 3/1/10, and 3/1/11.

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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