

WHITE JOSEPH W CPA

Form 4

July 02, 2009

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHITE JOSEPH W CPA**

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 BLVD, STE 440**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/30/2009**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Chief Accounting Officer**

**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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (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>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 06/30/2009                              |                                                             | A <sup>(1)</sup>                     | 171 A                                                                   | \$<br>23.92<br><sup>(2)</sup>                                                                                      | 21,160 <sup>(3)</sup>                                                | D                                       |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, 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) | 8. De<br>Se<br>(In                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable<br>Expiration<br>Date                         | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 25.33                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(4)</u> 02/10/2014                                          | Common<br>Stock                                                     | 15,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.29                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(4)</u> 07/01/2015                                          | Common<br>Stock                                                     | 4,500                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 28.66                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(4)</u> 02/02/2016                                          | Common<br>Stock                                                     | 9,500                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.32                                                              |                                         |                                                             |                                         |                                                                                                                       | 03/01/2010 <sup>(5)</sup> 03/01/2017                           | Common<br>Stock                                                     | 3,000                               |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships                    |
|----------------------------------------------------------------------------|----------------------------------|
|                                                                            | Director 10% Owner Officer Other |
| WHITE JOSEPH W CPA<br>2277 FAIR OAKS BLVD, STE 440<br>SACRAMENTO, CA 95825 | Chief Accounting Officer         |

## Signatures

Jeff D. Barlow, by power of attorney for Joseph W.  
White 07/02/2009

\_\_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).

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- (1) The shares were acquired under the Molina Healthcare, Inc. 2002 Employee Stock Purchase Plan.
- (2) Represents the closing price on Tuesday, June 30, 2009.  
Increments of 2,500 shares vest on each of 3/1/2010, 3/1/2011, 3/1/2012, and 3/1/2013; 220 shares vest on 7/1/2010; 833 shares vest on 8/15/2009; increments of 875 shares vest on 3/1/2010 and 3/1/2011; and increments of 1,400 shares vest on each of 3/1/2010, 3/1/2011, and 3/1/2012. The remainder of the shares are vested.
- (4) The options are fully vested.
- (5) 1,500 options are vested; increments of 750 options vest on each of 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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