

MOLINA J MARIO MD
 Form 4
 November 28, 2012

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOLINA J MARIO MD

 (Last) (First) (Middle)

 300 UNIVERSITY AVE., 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)
 11/27/2012

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) Other (specify below)
 President & CEO / Settlor-Molina Siblings Trust

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/27/2012		S	60,000	D	\$ 27.83 (1)	401,132 D
Common Stock	11/28/2012		S	25,000	D	\$ 27.3318 (2)	376,132 D
Common Stock							58,859 (3) D (4)
Common Stock							22,750 I Manager of limited liability

Common Stock				156,657 ⁽⁶⁾	I	company ⁽⁵⁾ Trustee of trust ⁽⁷⁾
Common Stock				107,309	I	Trustee of trust ⁽⁸⁾
Common Stock				43,131	I	Trust ⁽⁹⁾
Common Stock				240,000	I	General partner of family partnership ⁽¹⁰⁾
Common Stock				214,212 ⁽¹¹⁾	I	Trust ⁽¹²⁾
Common Stock				1,362	I	Trust ⁽¹³⁾
Common Stock				1,362	I	Trust ⁽¹⁴⁾
Common Stock				1,361	I	Trust ⁽¹⁵⁾
Common Stock				1,361	I	Trust ⁽¹⁶⁾

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

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

Stock
 Option (Right to Buy) \$ 20.88 (17) 03/01/2017 Common Stock 54,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINA J MARIO MD 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X		President & CEO	Settlor-Molina Siblings Trust

Signatures

/s/ Joseph M. Molina, M.D., by Karen Calhoun,
 Attorney-in-Fact 11/28/2012

__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) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$27.3018 to \$28.40. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$27.18 to \$27.52. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (3) The shares were issued pursuant to the Issuer's Equity Incentive Plan and are fully vested. An additional 11,700 vest on March 1, 2013 and 5,850 vest on March 1, 2014.
- (4) The shares are owned by Dr. Molina and his spouse as community property.
- (5) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- (6) Includes 35,788 shares previously transferred from JMM GRAT 911/4 for no consideration in a non-reportable transaction.
- (7) The shares are owned by the J. Marion Molina Separate Property Trust, of which Dr. Molina is sole trustee.
- (8) The shares are owned by JMB GRAT 1209/4 for the benefit of Josephine M. Battiste, of which Dr. Molina is sole trustee.
- (9) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
 The shares are owned by the Molina Family Partnership, L.P., of which Dr. Molina is the sole general partner. Dr. Molina and his spouse each hold a 0.5% ownership interest in the partnership. The remaining 99% of ownership interests in the partnership are held in equal amounts by the Joseph Marion Molina, M.D. Annuity Trust No. 1, the Joseph Marion Molina, M.D. Annuity Trust No. 2 and the Joseph Marion Molina, M.D. Annuity Trust No. 3. Dr. Molina is trustee and certain immediate family members of Dr. Molina are the beneficiaries of these trusts.
- (10) Excludes 35,788 shares previously transferred to the J. Marion Molina Separate Property Trust for no consideration in a non-reportable transaction.
- (11) The shares are owned by JMM GRAT 911/4, of which Dr. Molina is the beneficiary.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.

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(16) 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.

(17) The options are fully vested.

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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