

MOLINA HEALTHCARE INC
 Form 4
 July 17, 2008

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 *
BATTISTE JOSEPHINE M

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/16/2008

____ Director
 ____ Officer (give title below) Other (specify below)
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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|------------|----------------------------------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 07/16/2008 | | S ⁽¹⁾ | | | 25,000 | D | \$ 25.1178 ⁽²⁾ | 220,701 | I | Interest in Trust ⁽³⁾ |
| Common Stock | | | | | | | | | 32,978 | I | Interest in Trust ⁽⁴⁾ |
| Common Stock | | | | | | | | | 27,616 | I | Interest in Trust ⁽⁵⁾ |
| Common Stock | | | | | | | | | 38,806 | I | Interest in Trust ⁽⁶⁾ |
| | | | | | | | | | 45,136 | D | |

| | | | | |
|--------------|--------------------|---|-------------------------------|--|
| Common Stock | | | | |
| Common Stock | 14,681 | I | Interest in Trust <u>(7)</u> | |
| Common Stock | 41,956 | I | Interest in Trust <u>(8)</u> | |
| Common Stock | 118,652 <u>(9)</u> | I | Interest in Trust <u>(10)</u> | |

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 required to respond unless the form displays a currently valid OMB control number.

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| | |
|---------------------------------------|--|
| Reporting Owner Name / Address | Relationships |
| | Director 10% Owner Officer Other |

BATTISTE JOSEPHINE M
2277 FAIR OAKS BOULEVARD
SUITE 440
SACRAMENTO, CA 95825

Settlor-Molina Siblings Trust

Signatures

/s/ Josephine M. Battiste, by Karen Calhoun,
Attorney-in-Fact

07/17/2008

__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) Sale pursuant to the Rule 10b5-1 Trading Plan of the Reporting Person.
- (2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$24.79 to \$25.33. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (3) The shares are owned by the Josephine M. Battiste Separate Property Trust, of which Ms. Battiste is trustee and beneficiary.
- (4) The shares are owned by the JMB GRAT 607/5, of which Ms. Battiste is a beneficiary and her spouse is trustee.
- (5) The shares are owned by the JMB GRAT 607/2, of which Ms. Battiste is a beneficiary and her spouse is trustee.
- (6) The shares are owned by the Josephine M. Molina Remainder Trust I, of which Ms. Battiste is trustee and beneficiary.
- (7) The shares are owned by the Battiste Family Trust, of which Ms. Battiste is a co-trustee and beneficiary.
- (8) The shares are owned by the Molina Children's Trust for Josephine M. Molina (1997), of which Ms. Battiste is a co-trustee and beneficiary.
- (9) All Form 4 filings for the Reporting Person beginning December 8, 2005 inadvertently overstated this holding by 36,000 shares.
- (10) The shares are owned by the Josephine M. Molina Trust (1995), of which Ms. Battiste is a co-trustee and beneficiary.

Remarks:

The reporting person, Josephine M. Battiste, formerly reported under the name Josephine M. Molina.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.