MOLINA SIBLINGS TRUST

Form 4 July 13, 2011

FORM 4

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

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MOLINA JOHN C

MOLINA HEALTHCARE INC

(Check all applicable)

CFO / Trustee/Settlor Siblings Trust

below)

[MOH]

(Middle)

3. Date of Earliest Transaction

__X__ Director ___X__ 10% Owner __X__ Officer (give title __X__ Other (specify

300 UNIVERSITY AVE., SUITE

(Street)

(First)

100

(Last)

•

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

07/13/2011

Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting

Person

below)

SACRAMENTO, CA 95825

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti onor Dispose (Instr. 3, 4) Amount	ed of (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)
Common Stock	07/13/2011		S <u>(1)</u>	22,500	D	\$ 27.7303 (2)	2,209,840	I	Trustee of Family Trust (3)
Common Stock							752,386	D	
Common Stock							183,121 (4)	D (5)	
Common Stock							82,315	I	Trustee of Family Trust (6)

Common			Trustee of
Common	9,339	I	Family
Stock			Trust (7)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisab	le and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	of	(Month/Day/Year	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e			
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock									
Option (Right to	\$ 20.88 (8)					03/01/2008(9)	03/01/2017	Common Stock	54,000

Reporting Owners

Buy)

Reporting Owner Name / Address	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
MOLINA JOHN C 300 UNIVERSITY AVE., SUITE 100 SACRAMENTO, CA 95825	X	X	CFO	Trustee/Settlor Siblings Trust	
MOLINA SIBLINGS TRUST 741 ATLANTIC AVENUE LONG BEACH, CA 90813		X			

Signatures

John C. Molina, by Karen I. Calhoun, Attorney-in-Fact			
**Signature of Reporting Person	Date		
John C. Molina, Trustee of the Molina Siblings Trust, by Karen Calhoun, Attorney-In-Fact	07/13/2011		

Reporting Owners 2 **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 Molina Siblings Trust.
- (2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$27.55 to \$27.95. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
- (3) The shares are owned by the Molina Siblings Trust, of which Mr. Molina is the trustee and certain immediate family members of Mr. Molina are the beneficiaries.
 - 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2008. 3,900 of such shares vested on each of 3/1/2009, 3/1/2010 and 3/1/2011, and the balance vest on 3/1/2012. 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2009. 3,900 of such shares vested on each of 3/1/2010 and 3/1/2011, and the balance vest in one-half increments on
- (4) 3/1/2012 and 3/1/2013. 15,600 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2010. 3,900 of such shares vested on 3/1/2011, and the balance vest in one-third increments on 3/1/2012, 3/1/2013 and 3/1/2014. 75,000 of the shares were granted under the Issuer's 2002 Equity Incentive Plan on 3/1/2011. Such shares vest on 3/1/2012 provided the Issuer meets specified operating revenue for 2011 and the Reporting Person continues to be employed by the Issuer on such date.
- (5) The shares are owned by Mr. Molina and his spouse as community property.
- (6) The shares are owned by the John C. Molina Separate Property Trust, of which Mr. Molina is the trustee and beneficiary.
- (7) The shares are owned by the JCM GRAT 607/5, of which Mr. Molina is a beneficiary.
- (8) Reflects adjusted price as a result of the 3:2 stock split effective May 20, 2011.
- (9) The options vested in one-fourth increments on each of 3/1/2008, 3/1/2009, 3/1/2010 and 3/1/2011.

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.

Signatures 3