

MOLINA HEALTHCARE INC
 Form 4
 December 08, 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 *
MOLINA J MARIO MD

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)

MOLINA HEALTHCARE, INC., 2277 FAIR OAKS BOULEVARD, SUITE 440

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO / Settlor-Molina Siblings Trust

(Street)

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

SACRAMENTO, CA 95825-0001

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/05/2008 | | J ⁽¹⁾ | D | \$ 0 ⁽¹⁾ | I | Trustee of trust ⁽²⁾ |
| Common Stock | 12/08/2008 | | P | A | \$ 20,764 ⁽³⁾ | I | Trustee of trust ⁽²⁾ |
| Common Stock | 12/05/2008 | | J ⁽¹⁾ | A | \$ 0 ⁽¹⁾ | I | Trustee of trust ⁽⁴⁾ |
| Common Stock | 12/05/2008 | | J ⁽¹⁾ | A | \$ 0 ⁽¹⁾ | I | Trustee of trust ⁽⁵⁾ |

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| | | | |
|--------------|------------------------|---|--|
| Common Stock | 189,193 ⁽⁶⁾ | D | |
| Common Stock | 82,700 | I | Sole manager of limited liability company ⁽⁷⁾ |
| Common Stock | 38,806 | I | Trustee of trust ⁽⁸⁾ |
| Common Stock | 160,000 | I | General partner of family partnership ⁽⁹⁾ |

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 31.32 | | | | | 03/01/2008 ⁽¹⁰⁾ | 03/01/2017 | Common Stock | 36,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MOLINA J MARIO MD
MOLINA HEALTHCARE, INC.
2277 FAIR OAKS BOULEVARD, SUITE
440
SACRAMENTO, CA 95825-0001

X

President &
CEO

Settlor-Molina Siblings
Trust

Signatures

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

12/08/2008

__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) Transfer without consideration from Joseph Mario Molina, M.D., Separate Property Trust to JMM GRAT 1208/2 and JMM GRAT 1208/5.
- (2) The shares are owned by the Joseph Marion Molina, M.D. Separate Property Trust, of which Dr. Molina is the sole trustee.
- (3) Represents the weighted average of all purchases on the Transaction Date. The range of prices for the transactions was \$20.50 to \$20.95. The Reporting Person undertakes to provide full information to the Commission upon request.
- (4) The shares are owned by JMM GRAT 1208/2, of which Dr. Molina is beneficiary.
- (5) The shares are owned by JMM GRAT 1208/5, of which Dr. Molina is beneficiary.
- (6) 15,600 shares granted under the issuer's 2002 Equity Incentive Plan. The shares vest in one-quarter increments on 3/1/2009, 3/1/2010, 3/1/2011, and 3/1/2012.
- (7) The shares are owned by the Molina Family, LLC, of which Dr. Molina is the sole manager.
- (8) The shares are owned by the Joseph Marion Molina, M.D., Remainder Trust I, of which Dr. Molina is trustee and 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) The options vest 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.