

WHITE JOSEPH W CPA  
 Form 4  
 July 02, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 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)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 VP, Accounting

(Last) (First) (Middle)  
 300 UNIVERSITY AVENUE,  
 SUITE 100  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/30/2010

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 Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price		
Common Stock	06/30/2010		A <sup>(1)</sup>	116	A \$ 22.87 (2)	27,270 (3)	D
Common Stock	06/30/2010		F <sup>(4)</sup>	81	D \$ 28.12 (5)	27,189 (3)	D

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

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number.

**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. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.33					(6)		02/10/2014		Common Stock	15,000
Stock Option (Right to Buy)	\$ 44.29					(6)		07/01/2015		Common Stock	4,500
Stock Option (Right to Buy)	\$ 28.66					(6)		02/02/2016		Common Stock	9,500
Stock Option (Right to Buy)	\$ 31.32					(7)		03/01/2017		Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE JOSEPH W CPA 300 UNIVERSITY AVENUE, SUITE 100 SACRAMENTO, CA 95825			VP, Accounting	

## Signatures

Jeff D. Barlow, by power of attorney for Joseph W. White. 07/02/2010

\_\_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) The shares were acquired under the Molina Healthcare, Inc. 2002 Employee Stock Purchase Plan ("ESPP").  
Represents the closing price of issuer's common stock on December 31, 2009. The purchase price is based on the stock's lower market price as of the two following dates: (1) January 1, 2010, the first day of the ESPP offering period, and (2) June 30, 2010, the last day of the ESPP offering period.
- (2) Increments of 2,750 shares vest on each of 3/1/2011, 3/1/2012, 3/1/2013, and 3/1/2014; increments of 2,500 shares vest on each of 3/1/2011, 3/1/2012, and 3/1/2013; 875 shares vest on 3/1/2011; and increments of 1,400 shares vest on each of 3/1/2011 and 3/1/2012. The remainder of the shares are vested.
- (3) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 220 shares on July 1, 2010.
- (4) Represents closing price of issuer's common stock on July 1, 2010
- (5) The options are fully vested.
- (6) 2,250 options are vested; 750 options vest on 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.