

MOLINA HEALTHCARE INC  
 Form 3  
 May 29, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |   |  |   |  |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â HOWATT JAMES W</p> <p>(Last) (First) (Middle)</p> <p>2277 FAIR OAKS BOULEVARD, SUITE 440</p> <p>(Street)</p> <p>SACRAMENTO, Â CA Â 95825</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/29/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MOLINA HEALTHCARE INC [MOH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Chief Medical Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 4,700 <sup>(1)</sup>                                     | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|---|--|
|   | Date Exercisable  | Title  |  |   |  |

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|                                   | Expiration Date                      | Amount or Number of Shares  | or Indirect (I) (Instr. 5) |
|-----------------------------------|--------------------------------------|-----------------------------|----------------------------|
| Stock Options (Right to Purchase) | 02/09/2007 <sup>(2)</sup> 02/09/2016 | Common Stock 3,350 \$ 29.77 | D Â                        |
| Stock Options (Right to Purchase) | 03/01/2008 <sup>(3)</sup> 03/01/2007 | Common Stock 2,000 \$ 31.32 | D Â                        |
| Stock Options (Right to Purchase) | 05/29/2008 <sup>(4)</sup> 05/29/2017 | Common Stock 9,000 \$ 32.01 | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| HOWATT JAMES W<br>2277 FAIR OAKS BOULEVARD, SUITE 440<br>SACRAMENTO, CA 95825 | Â             | Â         | Â Chief Medical Officer | Â     |

## Signatures

James W. Howatt, by Jeff D. Barlow,  
Attorney-in-Fact. 05/29/2007

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 550 of the shares are fully vested. 1,100 of the shares vest in increments of 550 shares on each of 2/9/2008 and 2/9/2009. 3,050 of the shares vest in one-quarter increments on each of 5/29/2008, 5/29/2009, 5/29/2010, and 5/29/2011.
- (2) The options vest in one-third increments on each of 2/9/2007, 2/9/2008, and 2/9/2009.
- (3) The options vest in one-quarter increments on each of 3/1/2008, 3/1/2009, 3/1/2010, and 3/1/2011.
- (4) The options vest in one-quarter increments on each of 5/29/2008, 5/29/2009, 5/29/2010, and 5/29/2011.

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.