#### ROMNEY RONNA

Form 4

November 22, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Issuer

ROMNEY RONNA

(First)

(Street)

(State)

(Middle)

(Zip)

MOLINA HEALTHCARE INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[MOH]

(Month/Day/Year)

11/18/2011

Symbol

(Last)

3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner \_ Other (specify

300 UNIVERSITY AVENUE.

SUITE 100

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SACRAMENTO, CA 95825

|                        |                                      |                               |                  |                     |     | 1           | , <u>F</u> ,                                 |                 | •                     |
|------------------------|--------------------------------------|-------------------------------|------------------|---------------------|-----|-------------|--|-----------------|-----------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securi           |     | cquired (A) | 5. Amount of Securities                      | 6.<br>Ownership | 7. Nature of Indirect |
| (Instr. 3)             |                                      | any                           | Code             | (Instr. 3, 4 and 5) |     |             | Beneficially                                 | Form:           | Beneficial            |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)       |                     |     |             | Owned  | Direct (D)      | Ownership             |
|                        |                                      | • •                           |                  |                     |     |             | Following                                    | or Indirect     | (Instr. 4)            |
|                        |                                      |                               |                  |                     |     |             | Reported                                     | (I)             |                       |
|                        |                                      |                               |                  |                     | (A) |             | Transaction(s)                               | (Instr. 4)      |                       |
|                        |                                      |                               | C 1 W            |                     | or  | ъ.          | (Instr. 3 and 4)                             |                 |                       |
|                        |                                      |                               | Code V           | Amount              | (D) | Price       |  |                 |                       |
| Common                 |                                      |                               |                  |                     |     | \$          |  |                 |                       |
|                        | 11/18/2011                           |                               | S                | 2,650               | D   | 20.9519     | $24,725 \stackrel{(2)}{=} \stackrel{(3)}{=}$ | D               |                       |
| Stock                  |                                      |                               |                  |                     |     | (1)         |  |                 |                       |

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     | 8. Price<br>Deriva<br>Securit<br>(Instr. : |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|-------------------------------------|--|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 11.32<br>(4)   |                                      |   |  |   | <u>(5)</u>          | 01/01/2013         | Common<br>Stock   | 15,000<br>(6)                       |  |

D 1 4 1 1 1

# **Reporting Owners**

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

ROM 300 UNIVERSITY AVENUE, SUITE 100 X SACRAMENTO, CA 95825

## **Signatures**

Jeff D. Barlow, by power of attorney for Ronna 11/22/2011 Romney.

> \*\*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).
- Represents the weighted average selling price of two separate transactions, one with 200 shares of common stock sold at \$20.975 per **(1)** share and the other with 2,450 shares of common stock sold at \$20.95 per share.
- (2) Amount of securities beneficially owned adjusted to reflect a 3:2 stock split effective May 20, 2011.
- (3) Shares vest in 3,000 share increments on December 31, 2011 and March 31, 2012. The remainder of the shares are fully vested.
- (4) Conversion or exercise price of derivative security adjusted to reflect a 3:2 stock split effective May 20, 2011.
- (5) The options are exercisable immediately.
- (6) Number of derivative securities beneficially owned adjusted to reflect a 3:2 stock split effective May 20, 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.

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