

WHITE JOSEPH W CPA
 Form 4
 January 04, 2012

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 *
 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)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/30/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, Accounting

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	06/30/2011 ⁽¹⁾		A ⁽²⁾	228	A	27.12	68,602	⁽⁴⁾ ⁽⁵⁾	D
						⁽³⁾			
Common Stock	12/30/2011		A ⁽²⁾	116	A	22.33	68,718	⁽⁴⁾ ⁽⁵⁾	D
						⁽⁶⁾			

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

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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 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. 5)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.5267 (7)							(8)	07/01/2015	Common Stock	4,500
Stock Option (Right to Buy)	\$ 19.1067 (7)							(8)	02/02/2016	Common Stock	9,500
Stock Option (Right to Buy)	\$ 20.88 (7)							(8)	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. 01/04/2012

__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 reporting person's failure to file his Form 4 report at the time of the scheduled purchase under the Molina Healthcare, Inc. 2011 Employee Stock Purchase Plan (the "ESPP") was inadvertent.

(2) The shares were acquired under the ESPP.

(3) Represents the closing price of issuer's common stock on June 30, 2011. The purchase price is based on the stock's lower market price as of the two following dates: (1) January 1, 2011, the first day of the ESPP offering period, and (2) June 30, 2011, the last day of the ESPP offering period.

(4) Amount of securities beneficially owned adjusted to reflect a 3:2 stock split effective May 20, 2011.

(5) 12,900 shares vest on 3/1/12; 11,500 shares vest on 3/1/13; 9,000 shares vest on 3/1/14; and 6,250 shares vest on 3/1/15. The remainder of the shares are vested.

(6) Represents the closing price of issuer's common stock on December 30, 2011. The purchase price is based on the stock's lower market price as of the two following dates: (1) July 1, 2011, the first day of the ESPP offering period, and (2) December 31, 2011, the last day of the ESPP offering period.

(7) Conversion or exercise price of derivative security adjusted to reflect a 3:2 stock split effective May 20, 2011.

(8) The options are fully vested.

(9) 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.

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