

ROMNEY RONNA  
Form 4  
November 22, 2011

**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 \*  
ROMNEY RONNA

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/18/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

300 UNIVERSITY AVENUE,  
SUITE 100

(Street)

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

SACRAMENTO, CA 95825

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock                    | 11/18/2011                           |  | S                              |   | 2,650   | D  | \$ 20.9519                                 |
|                                 |                                      |  |                                |   |   |  | 24,725 <sup>(2)</sup> <sup>(3)</sup>       |
|                                 |                                      |  |                                |   |   |  | <sup>(1)</sup>                             |

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.

SEC 1474 (9-02)

**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. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Deriva<br>Securit<br>(Instr. 3) |
|---|--|---|---|--------------------------------------|--|--|---|---|

|                                      | Date<br>Exercisable | Expiration<br>Date | Title      | Amount<br>or<br>Number<br>of Shares |               |  |
|--------------------------------------|---------------------|--------------------|------------|-------------------------------------|---------------|--|
| Code                                 | V                   | (A)                | (D)        |                                     |               |  |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 11.32<br>(4)     | (5)                | 01/01/2013 | Common<br>Stock                     | 15,000<br>(6) |  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

ROMNEY RONNA  
300 UNIVERSITY AVENUE, SUITE 100    X  
SACRAMENTO, CA 95825

## Signatures

Jeff D. Barlow, by power of attorney for Ronna  
Romney.

11/22/2011

\*\*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) Represents the weighted average selling price of two separate transactions, one with 200 shares of common stock sold at \$20.975 per 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.