

DENTINO WILLIAM
Form 4
December 10, 2010

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 *
DENTINO WILLIAM

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)
3300 DOUGLAS BLVD., SUITE 430

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2010

____ Director
____ Officer (give title below) Other (specify below)
____ 10% Owner
____ Trustee of trust owners

ROSEVILLE, CA 95661

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/08/2010 | | S ⁽¹⁾ | 25,000 D 24,9643 ⁽²⁾ | 1,933,990 ⁽³⁾ | D ⁽⁴⁾ | |
| Common Stock | | | | | 2,726,907 | D ⁽⁵⁾ | |
| Common Stock | | | | | 200 | D ⁽⁶⁾ | |
| Common Stock | | | | | 180,432 | D ⁽⁷⁾ | |
| | | | | | 1,000 | D ⁽⁸⁾ | |

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| | | | |
|-----------------|---------------------|---|------------------------|
| Common Stock | | | |
| Common Stock | 75,302 | I | Trustee <u>(9)</u> |
| Common Stock | 75,302 | I | Trustee <u>(10)</u> |
| Common Stock | 43,594 | I | Trustee <u>(11)</u> |
| Common Stock | 8,768 | I | Trustee <u>(12)</u> |
| Common Stock | 128,149 | I | Trustee <u>(13)</u> |
| Common Stock | 18,070 <u>(14)</u> | I | Trustee <u>(15)</u> |
| Common Stock | 107,060 <u>(16)</u> | I | Trustee <u>(17)</u> |
| Common Stock | 239,027 | I | Trustee <u>(18)</u> |
| Common Stock | 331,866 | I | Trustee <u>(19)</u> |
| Common Stock | 277,587 | I | Trustee <u>(20)</u> |
| Common Stock | 300,000 | I | Trustee <u>(21)</u> |
| Common Stock | 300,000 | I | Trustee <u>(22)</u> |
| Common Stock | 300,000 | I | Trustee <u>(23)</u> |
| Common Stock | 400,000 | I | Trustee <u>(24)</u> |
| Common Stock | 300,000 | I | Trustee <u>(25)</u> |
| Common Stock | 300,000 | I | Trustee <u>(26)</u> |
| Common Stock | 118,652 | I | Trustee <u>(27)</u> |
| Common Stock | 41,956 | I | Trustee <u>(28)</u> |

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**

SEC 1474
(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)

| 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) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| DENTINO WILLIAM 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | | | Trustee of trust owners |
| PEDERSEN CURTIS 6218 EAST 6TH STREET LONG BEACH, CA 90803 | | | | Trustee of trust owners |
| MARY R MOLINA LIVING TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | X | | |
| MOLINA MARITAL TRUST 3300 DOUGLAS BLVD., SUITE 430 ROSEVILLE, CA 95661 | | X | | |

Signatures

| | |
|--|------------|
| William Dentino, by Karen Calhoun, Attorney-In-Fact | 12/10/2010 |
| _____ **Signature of Reporting Person | Date |
| Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact | 12/10/2010 |
| _____ **Signature of Reporting Person | Date |
| William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact | 12/10/2010 |

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__Signature of Reporting Person

Date

William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact

12/10/2010

__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) Sale pursuant to the Rule 10b5-1 Trading Plan of the Mary R Molina Living Trust.
 - (2) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transactions was \$24.83 to \$25.18. The seller undertakes to provide full information about the transactions to the Commission upon request.
 - (3) Includes 116,418 shares previously transferred from MRM GRAT 1108-2 and 71,707 shares previously from MRM GRAT 1108-3 in non-reportable transactions.
 - (4) The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (5) The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (6) The shares are owned by Mr. Pedersen.
 - (7) The shares are owned by the MRM GRAT 508/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (8) The shares are owned by Mr. Dentino.
 - (9) The shares are owned by the MRM GRAT 905/7A, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (10) The shares are owned by the MRM GRAT 905/7B, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (11) The shares are owned by the MRM GRAT 1206/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (12) The shares are owned by the MRM GRAT 507/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (13) The shares are owned by the MRM GRAT 308/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (14) Excludes 116,418 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
 - (15) The shares are owned by the MRM GRAT 1108-2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (16) Excludes 71,707 shares previously transferred to the Mary R. Molina Living Trust in a non-reportable transaction.
 - (17) The shares are owned by the MRM GRAT 1108-3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (18) The shares are owned by the MRM GRAT 609-2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (19) The shares are owned by the MRM GRAT 609-4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (20) The shares are owned by the MRM GRAT 609-7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (21) The shares are owned by the MRM GRAT 1209/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (22) The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (23) The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (24) The shares are owned by MRM GRAT 610/2, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (25) The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (26) The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (27) The shares are owned by the Josephine M. Molina Trust (1995), of which Mr. Dentino and Josephine M. Molina (formerly Battiste) are co-trustees. The co-trustee with Ms. Molina was previously reported in error as Mr. Molina.
 - (28) The shares are owned by the Molina Children's Trust for Josephine M. Molina (1997), of which Mr. Dentino and Josephine M. Molina (formerly Battiste) are co-trustees.

Remarks:

Signatures

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Mr. Dentino, Mr. Pedersen, the Mary R. Molina Living Trust and the Molina Marital Trust previously reported individually.

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.