MOLINA HEALTHCARE INC
Form 4
March 14, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERNADETT MARY MARTHA MD

(Last) (First) (Middle)

MOLINA HEALTHCARE, INC., 2277 FAIR OAKS BOULEVARD, SUITE 440

(Street)

SACRAMENTO, CA 95825-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MOLINA HEALTHCARE INC [MOH]

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)
Exec. V.P., Research / Settlor, Molina Siblings Trust

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	03/13/2008		J(1)		38,806	A	$ 0	38,806	I	Trustee of Family Trust (2)
Common Stock								451,774 (3)	D	
Common Stock								26,765	I	Trustee of Family Trust (4)
Common								40,000	I	Trustee of

Stock				Family Trust (5)
Common Stock	60,000	I		Trustee of Family Trust (6)
Common Stock	87,601	I		Trustee of Family Trust (7)
Common Stock	14,681	I		Trustee of Family Trust (8)

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. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 31.32							03/01/2008(9)	03/01/2017	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNADETT MARY MARTHA MD MOLINA HEALTHCARE, INC.			Exec. V.P., Research	Settlor, Molina Siblings Trust

2277 FAIR OAKS BOULEVARD, SUITE
440
SACRAMENTO, CA 95825-0001

Signatures

/s/ Mary Martha Bernadett, M.D., by Karen Calhoun, Attorney-in-Fact	03/14/2008
**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) Transfer without consideration from MRM GRAT 905/2A and MRM GRAT 905/2B.

(2) The shares are owned by the Mary Martha Bernadett, M.D., Remainder Trust I, of which Dr. Bernadett is trustee and beneficiary.

(3) 5,600 of the shares granted under the issuer's 2002 Equity Incentive Plan. The shares vest in one-quarter increments on 3/1/2009, 3/1/2010, 3/1/2011, and 3/1/2012.

(4) The shares are owned by ten Exempt Grandchildren Trusts II, of which Dr. Bernadett is the trustee and certain immediate family members of Dr. Bernadett and her siblings are the beneficiaries.

(5) The shares are owned by the MMB GRAT 607/5, of which Dr. Bernadett is a beneficiary and her spouse is trustee.

(6) The shares are owned by the MMB GRAT 607/2, of which Dr. Bernadett is a beneficiary and her spouse is trustee.

(7) The shares are owned by eleven Exempt Grandchildren Trusts, of which Dr. Bernadett is the trustee and certain immediate family members of Dr. Bernadett and her siblings are the beneficiaries.

(8) The shares are owned by the Bernadett Family Trust dated 2/22/2004, of which Dr. Bernadett is co-trustee and co-beneficiary.

(9) The options vest in one-fourth increments on 3/1/2008, 3/1/2009, 3/1/2010 and 3/1/2011.

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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