

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

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