ANDREWS MARK L ESQ

Form 4

March 23, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

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5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(Print or Type Responses)

ANDREWS MARK L ESQ		SQ	Symbol MOLINA HEALTHCARE INC [MOH]	Issuer (Check all applicable)		
(Last) 2277 FAIR C SUITE 440	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/23/2010	Director 10% OwnerX Officer (give title Other (specify below) Chief Legal Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

2. Issuer Name and Ticker or Trading

SACRAMENTO, CA 95825

(State)

(Zip)

1. Name and Address of Reporting Person *

4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

		Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiently Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of (D)			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	8)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				()			Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C						\$			
Common Stock	03/23/2010		S	19,500	D	25.2 (1)	51,373 (2)	D	

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

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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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 25.33					(3)	02/10/2014	Common Stock	30,000	
Stock Option (Right to Buy)	\$ 44.29					(3)	07/01/2015	Common Stock	12,000	
Stock Option (Right to Buy)	\$ 28.66					(3)	02/02/2016	Common Stock	21,000	
Stock Option (Right to Buy)	\$ 31.32					<u>(4)</u>	03/01/2017	Common Stock	11,000	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ANDREWS MARK L ESQ 2277 FAIR OAKS BOULEVARD, SUITE 440 SACRAMENTO, CA 95825

Chief Legal Officer

Signatures

Mark L. 03/23/2010 Andrews

**Signature of Date
Reporting Person

Reporting Owners 2

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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 actual selling price for all 19,500 shares.
 - Increments of 3,400 shares vest on each of 3/1/2011, 3/1/2012, 3/1/2013, and 3/1/2014; additional increments of 3,400 shares vest on
- (2) each of 3/1/2011, 3/1/2012, and 3/1/2013; 1,000 shares vest on 7/1/2010; 1,387 shares vest on 3/1/2011; and increments of 3,175 shares vest on each of 3/1/2011 and 3/1/2012. The remainder of the shares are vested.
- (3) The options are vested and exercisable.
- (4) 8,250 of the options are vested; 2,750 options vest on 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. 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.