

MOLINA HEALTHCARE INC
 Form 4
 August 15, 2013

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)
 08/13/2013

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 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)
				(A) or (D)	Price		
Common Stock	08/13/2013		S	20,000	D	\$ 35.7309 (1)	3,821,067 D (2)
Common Stock	08/14/2013		S	1,000	D	\$ 35.525 (3)	3,820,067 D (2)
Common Stock							192,705 I Trustee (4)
Common Stock							376,531 I Trustee (5)
							289,902 I Trustee (6)

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Common Stock								
Common Stock				463,560	I		Trustee <u>(7)</u>	
Common Stock				413,262	I		Trustee <u>(8)</u>	
Common Stock				206,719	I		Trustee <u>(9)</u>	
Common Stock				320,794	I		Trustee <u>(10)</u>	
Common Stock				232,675	I		Trustee <u>(11)</u>	
Common Stock				4,090,360	D <u>(12)</u>			
Common Stock				300	D <u>(13)</u>			
Common Stock				1,500	D <u>(14)</u>			
Common Stock				154,291	I		Trustee <u>(15)</u>	
Common Stock				211,099	I		Executor <u>(16)</u>	

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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 __Signature of Reporting Person	08/15/2013 Date
Curtis Pedersen, by Karen Calhoun, Attorney-In-Fact __Signature of Reporting Person	08/15/2013 Date
William Dentino and Curtis Pedersen, Co-Trustees of the Mary R Molina Living Trust, by Karen Calhoun, Attorney-In-Fact __Signature of Reporting Person	08/15/2013 Date
William Dentino and Curtis Pedersen, Co-Trustees of the Molina Marital Trust, by Karen Calhoun, Attorney-In-Fact __Signature of Reporting Person	08/15/2013 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 sale price of all sales on the Transaction Date. The range of prices for the transactions was \$35.50 to \$35.97. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
 - (2) The shares are owned by the Mary R. Molina Living Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (3) Represents the weighted average sale price of all sales on the Transaction Date. The range of prices for the transaction was \$35.47 to \$35.60. The Reporting Person undertakes to provide full information about the transactions to the Commission upon request.
 - (4) The shares are owned by the MRM GRAT 1209/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (5) The shares are owned by MRM GRAT 1210/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (6) The shares are owned by MRM GRAT 610/5, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (7) The shares are owned by MRM GRAT 811/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (8) The shares are owned by the MRM GRAT 812/3 of which Mr. Dentino and Mr. Pedersen are co-trustees.
 - (9) The shares are owned by the MRM GRAT 609/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.

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- (10) The shares are owned by the MRM GRAT 609/7, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (11) The shares are owned by MRM GRAT 610/4, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (12) The shares are owned by the Molina Marital Trust, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (13) The shares are owned by Mr. Pedersen.
- (14) The shares are owned by Mr. Dentino.
- (15) The shares are owned by the MRM GRAT 1209/3, of which Mr. Dentino and Mr. Pedersen are co-trustees.
- (16) The shares are owned by the Estate of Mary R. Molina, of which Mr. Dentino is executor.

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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