

MOLINA HEALTHCARE INC  
 Form 4  
 August 31, 2006

**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 \*  
**ANDREWS MARK L ESQ**

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)  
 2277 FAIR OAKS BOULEVARD,  
 SUITE 440  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/29/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 Chief Legal Officer

SACRAMENTO, CA 95825

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/29/2006		M			14,000	A	\$ 2	24,000	D	
Common Stock	08/29/2006		S			14,000	D	\$ 36.9976 (1)	10,000	D	
Common Stock	08/30/2006		M			7,600	A	\$ 2	17,600	D	
Common Stock	08/30/2006		S			7,600	D	\$ 37.4526 (2)	10,000	D	

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Common Stock	08/31/2006		M	8,400	A	\$ 2	18,400	D
Common Stock	08/31/2006		S	8,400	D	\$ 37.4718 <u>(3)</u>	10,000 <sup>(4)</sup>	D

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 required to respond unless the form displays a currently valid OMB control number.**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2	08/29/2006		M	14,000	05/01/2001 12/07/2008		Common Stock	14,000
Stock Option (Right to Buy)	\$ 2	08/30/2006		M	7,600	05/01/2001 12/07/2008		Common Stock	7,600
Stock Option (Right to Buy)	\$ 2	08/31/2006		M	8,400	05/01/2001 12/07/2008		Common Stock	8,400
Stock Option (Right to Buy)	\$ 4.5					07/02/2003 <sup>(5)</sup> 12/01/2011		Common Stock	72,000
Stock Option (Right to Buy)	\$ 25.33					02/10/2005 <sup>(6)</sup> 02/10/2014		Common Stock	30,000
	\$ 44.29					07/01/2006 <sup>(7)</sup> 07/01/2015			12,000

