

Nichols Norman
Form 4
January 04, 2012

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 *
Nichols Norman

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)
300 UNIVERSITY AVENUE, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2011

____ Director
____ Officer (give title below) Other (specify below)
Pres, MMS

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 or Price (A) or (D) | | |
| Common Stock | 06/01/2011 ⁽¹⁾ | | F ⁽²⁾ | | 198 D 26.27 \$ (3) | 9,016 ⁽⁴⁾ ⁽⁵⁾ | D |
| Common Stock | 06/30/2011 ⁽¹⁾ | | A ⁽⁶⁾ | | 1,207 A 27.12 \$ (7) | 10,223 ⁽⁵⁾ | D |
| Common Stock | 10/03/2011 ⁽¹⁾ | | F ⁽⁸⁾ | | 358 D 15.44 \$ (9) | 9,865 ⁽⁵⁾ | D |
| Common | 12/30/2011 | | A ⁽⁶⁾ | | 93 A \$ | 9,958 ⁽⁵⁾ | D |

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Stock 22.33
(9) (10)

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

SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (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 |
| Nichols Norman 300 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825 | | | | Pres, MMS |

Signatures

Jeff D. Barlow, by power of attorney for Norman Nichols. 01/04/2012

**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) The reporting person's failure to file his Form 4 report at the time of the scheduled vesting or scheduled purchase was inadvertent.
- (2) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 750 shares on June 1, 2011.
- (3) Represents the closing price of the issuer's common stock on June 1, 2011.

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- (4) Amount of securities beneficially owned adjusted to reflect a 3:2 stock split effective May 20, 2011.
- (5) Shares vest in 750 share increments on each of June 1, 2012, June 1, 2013, and June 1, 2014; additional shares vest in 1,350 share increments on each of October 1, 2012, October 1, 2013, and October 1, 2014, the remainder of the shares are vested.
- (6) The shares were acquired under the Molina Healthcare, Inc. 2011 Employee Stock Purchase Plan (the "ESPP").
- (7) Represents the closing price of issuer's common stock on June 30, 2011. The purchase price is based on the stock's lower market price as of the two following dates: (1) January 1, 2011, the first day of the ESPP offering period, and (2) June 30, 2011, the last day of the ESPP offering period.
- (8) The shares were applied to the payment of withholding taxes arising in connection with the vesting of 1,350 shares on October 1, 2011.
- (9) Represents the closing price of the issuer's common stock on October 3, 2011.
- (10) Represents the closing price of issuer's common stock on December 30, 2011. The purchase price is based on the stock's lower market price as of the two following dates: (1) July 1, 2011, the first day of the ESPP offering period, and (2) December 31, 2011, the last day of the ESPP offering period.

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.