

BERNADETT MARY MARTHA MD
 Form 4/A
 December 09, 2005

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 *
 BERNADETT MARY MARTHA MD

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)
 C/O MOLINA HEALTHCARE, INC., ONE GOLDEN SHORE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2005

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
 Executive V.P., Development / Settlor-Molina Siblings Trust

(Street)
 LONG BEACH, CA 90802

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/05/2005

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 (D) Price | | | |
| Common Stock | 12/05/2005 | | J ⁽¹⁾ | 60,838 A \$ 0 | 655,820 | D | |
| Common Stock | 12/05/2005 | | J ⁽²⁾ | 460 A \$ 0 | 656,280 | D | |
| Common Stock | 12/05/2005 | | J ⁽³⁾ | 4,600 A \$ 0 | 19,965 | I | Trustee of Family Trust ⁽³⁾ |
| Common Stock | | | | | 87,601 | I | Trustee of Family |

| | | | |
|--------------|--------|---|--|
| Common Stock | 14,681 | I | Trust ⁽⁴⁾ Trustee of Family Trust ⁽⁵⁾ |
|--------------|--------|---|--|

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

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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 Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| BERNADETT MARY MARTHA MD C/O MOLINA HEALTHCARE, INC. ONE GOLDEN SHORE DRIVE LONG BEACH, CA 90802 | | | Executive V.P., Development | Settlor- Molina Siblings Trust |

Signatures

/s/ Mary Martha Bernadett, M.D., by Karen Calhoun, Attorney-in-Fact

12/09/2005

**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) Transfer without consideration from MRM GRAT 903/2.
- (2) Transfer without consideration from the Mary R. Molina Living Trust.
- (3) Transfer without consideration from the Mary R. Molina Living Trust. The shares are owned by ten Exempt Grandchildren Trusts II, of which Dr. Bernadett is the trustee and certain immediate family members of Dr. Bernadett and her siblings are the beneficiaries.
- (4) The shares are owned by eleven Exempt Grandchildren Trust, of which Dr. Bernadett is the trustee and certain immediate family members of Dr. Bernadett and her siblings are the beneficiaries.
- (5) The shares are owned by the Bernadett Family Trust dated 2/22/2004, of which Dr. Bernadett is co-trustee and co-beneficiary.

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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