

BERNADETT MARY MARTHA MD
 Form 4
 August 26, 2005

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 *
 BERNADETT MARY MARTHA MD

(Last) (First) (Middle)

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

(Street)

LONG BEACH, CA 90802

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MOLINA HEALTHCARE INC [MOH]

3. Date of Earliest Transaction (Month/Day/Year)
 08/26/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 | 08/26/2005 | | J ⁽¹⁾ | V 87,249 A \$ 0 | 609,663 | D | |
| Common Stock | | | | | 1,829 | I | Trustee of Family Trust ⁽²⁾ |
| Common Stock | | | | | 4,718 | I | Trustee of Family Trust ⁽³⁾ |

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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

08/26/2005

__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) The Shares were distributed by the MRM GRAT 301/3, of which John C. Molina is the trustee and certain immediate family members of Dr. Bernadett are the beneficiaries.
- (2) The shares are owned by the Exempt Grandchildren Trust II fbo Mary Angela Bernadett, of which Ms. Bernadett is the trustee and certain immediate family members of Ms. Bernadett are the beneficiaries.
- (3)

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The shares are owned by the Exempt Grandchildren Trust fbo Mary Angela Bernadett, of which Ms. Bernadett is the trustee and certain immediate family members of Ms. Bernadett are the beneficiaries.

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.