

WATT JANET M  
Form 4  
December 13, 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 \*  
WATT JANET M

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/09/2005

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Settlor-Molina Siblings Trust

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

(Street)

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

LONG BEACH, CA 90802

(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                    | 12/09/2005                           |                                                    | J <sup>(1)</sup>               | 95,108 D \$ 0                                                     | 427,796                                                                                       | D                                                        |                                   |
| Common Stock                    | 12/09/2005                           |                                                    | J <sup>(1)</sup>               | 95,108 A \$ 0                                                     | 95,108                                                                                        | I                                                        | See Footnote <u>(2)</u>           |
| Common Stock                    | 12/09/2005                           |                                                    | S <sup>(3)</sup>               | 5,000 D \$ 28                                                     | 90,108                                                                                        | I                                                        | See Footnote <u>(2)</u>           |
| Common                          |                                      |                                                    |                                |                                                                   | 121,937                                                                                       | I                                                        | See                               |

|              |        |              |                         |
|--------------|--------|--------------|-------------------------|
| Stock        |        |              | footnote <sup>(4)</sup> |
| Common Stock | 41,956 | I            | See Footnote <u>(5)</u> |
| Common Stock | 14,681 | D <u>(6)</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... |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------|

  

|  |  |  |  |      |           |                  |                 |       |                            |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|
|  |  |  |  | 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                         |
| WATT JANET M<br>C/O MOLINA HEALTHCARE, INC.<br>ONE GOLDEN SHORE DRIVE<br>LONG BEACH, CA 90802 |               |           |         | Settlor-Molina Siblings Trust |

## Signatures

|                                                          |            |
|----------------------------------------------------------|------------|
| /s/ Janet M. Watt, by Karen Calhoun,<br>Attorney-in-Fact | 12/12/2005 |
| <u>        </u> **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 to the Watt Family Trust.
- (2) The shares are owned by the Watt Family Trust, of which Ms. Watt is co-trustee and co-beneficiary.
- (3) Sale pursuant to the Watt Family Trust's Rule 10b5-1 plan.
- (4) The shares are owned by the Janet Marie Watt Trust (1995), of which Ms. Watt is a co-trustee and beneficiary.
- (5) The shares are owned by the Molina Children's Trust for Janet M. Watt (1997), of which Ms. Watt is a co-trustee and beneficiary.
- (6) The shares are owned by Ms. Watt and her spouse as community property.

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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