

MOLINA HEALTHCARE INC

Form 4

September 23, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KOONTZ LILLIS ANN

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 BLVD, STE 440  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/21/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Pres. & CEO of Molina of WA

SACRAMENTO, CA 95825

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | 26,241 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/21/2005                              |                                                             | S                                    | 8,333 D                                                                 | \$ 27.263 <sup>(2)</sup>                                                                                           | 17,908 <sup>(3)</sup>                                                | D                                                                 |

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

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options (Right to Buy)               | \$ 25.33                                               |                                      |                                                    |                                |                                                                                         | 02/10/2005 <sup>(4)</sup> 02/10/2014                     | Common Stock                                                  | 15,000                        |
| Stock Options (Right to Buy)               | \$ 4.5                                                 |                                      |                                                    |                                |                                                                                         | <sup>(5)</sup> 12/27/2010                                | Common Stock                                                  | 9,240                         |
| Stock Options (Right to Buy)               | \$ 44.29                                               |                                      |                                                    |                                |                                                                                         | 07/01/2006 <sup>(6)</sup> 07/01/2015                     | Common Stock                                                  | 5,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships                    |
|---------------------------------------------------------------------------|----------------------------------|
|                                                                           | Director 10% Owner Officer Other |
| KOONTZ LILLIS ANN<br>2277 FAIR OAKS BLVD, STE 440<br>SACRAMENTO, CA 95825 | Pres. & CEO of Molina of WA      |

## Signatures

Lillis Ann Koontz, by Jeff D. Barlow,  
Attorney-in-Fact. 09/23/2005

\_\_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) 1,241 of the shares are fully vested, and 25,000 of the shares were granted as a restricted stock award under the Molina Healthcare, Inc. 2002 Equity Incentive Plan, with one-third of the shares to vest on each of 9/13/2005, 9/13/2006, and 9/13/2007.

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- (2) Represents the weighted average sales price of 11 sales made on 9/21/2005.
- (3) 1,241 of the shares are fully vested, and of the 16,667 remainder, half will vest on each of 9/13/2006 and 9/13/2007.
- (4) The options vest one-third on each of 2/10/2005, 2/10/2006, and 2/10/2007.
- (5) The options became fully exercisable upon the closing of the initial public offering of the issuer.
- (6) The options vest one-third on each of 7/1/2006, 7/1/2007, and 7/1/2008.

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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