

UNITEDHEALTH GROUP INC
Form 4
December 13, 2012

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 *
BURKE RICHARD T

2. Issuer Name and Ticker or Trading Symbol
UNITEDHEALTH GROUP INC
[UNH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

(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

MINNETONKA, MN 55343

(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		
Common Stock	12/11/2012		M		10,000 A \$ 21.4275	2,522,506	D
Common Stock	12/11/2012		M		1,920 A \$ 20.86	2,524,426	D
Common Stock	12/11/2012		M		10,000 A \$ 22.82	2,534,426	D
Common Stock	12/11/2012		M		1,760 A \$ 23.19	2,536,186	D
Common Stock	12/11/2012		M		10,000 A \$ 25.155	2,546,186	D

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Common Stock	12/11/2012	M	1,540	A	\$ 27.575	2,547,726	D	
Common Stock	12/11/2012	M	10,000	A	\$ 25.88	2,557,726	D	
Common Stock	12/11/2012	M	1,720	A	\$ 26.175	2,559,446	D	
Common Stock	12/12/2012	S	150,000	D	\$ 55.3643 <u>(1)</u>	2,409,446	D	
Common Stock						85,808	I	by Spouse <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 21.4275	12/11/2012		M	10,000	01/02/2003	01/02/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 20.86	12/11/2012		M	1,920	02/11/2003	02/11/2013	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 22.82	12/11/2012		M	10,000	04/01/2003	04/01/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 23.19	12/11/2012		M	1,760	05/07/2003	05/07/2013	Common Stock	1,
Non-Qualified Stock Option	\$ 25.155	12/11/2012		M	10,000	07/01/2003	07/01/2013	Common Stock	10

