UNITEDHEALTH GROUP INC

Form 4

December 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BURKE RICHARD T**

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

Symbol

UNITEDHEALTH GROUP INC

2. Issuer Name and Ticker or Trading

(Check all applicable)

[UNH]

(Last)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner

(Month/Day/Year)

12/11/2012

below)

Other (specify

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

(First)

(Street)

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

MINNETONKA, MN 55343

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	orDisposed of (Instr. 3, 4	of (D) and 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/11/2012		Code V M	Amount 10,000	(D)	Price \$ 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	

Edgar Filing: UNITEDHEALTH GROUP INC - Form 4

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 (1)	2,409,446	D	
Common Stock						85,808	I	by Spouse (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nui 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

Edgar Filing: UNITEDHEALTH GROUP INC - Form 4

(right to buy)								
Non-Qualified Stock Option (right to buy)	\$ 27.575	12/11/2012	M	1,540	07/29/2003	07/29/2013	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 25.88	12/11/2012	M	10,000	10/01/2003	10/01/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 26.175	12/11/2012	M	1,720	10/28/2003	10/28/2013	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BURKE RICHARD T							
C/O UNITEDHEALTH GROUP	X						
9900 BREN ROAD EAST	Λ						
MINNETONKA, MN 55343							

Signatures

Dannette L. Smith, Attorney-in-Fact for Richard T.
Burke
12/13/2013

**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).
- This transaction was executed in multiple trades ranging from \$55.01 to \$55.81 per share. The price reported above reflects the weighted (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (2) The reporting person disclaims beneficial ownership of the common stock of UnitedHealth Group Incorporated held by his spouse except to the extent of his pecuniary interest therein.

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.

Reporting Owners 3