

UNITEDHEALTH GROUP INC

Form 4

May 31, 2007

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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O UNITEDHEALTH GROUP
INCORPORATED, 9900 BREN
ROAD EAST**

(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2007

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2007		S		8,400	D	\$ 54.55	2,859,900	D	
Common Stock	05/30/2007		S		13,400	D	\$ 54.56	2,846,500	D	
Common Stock	05/30/2007		S		7,900	D	\$ 54.57	2,838,600	D	
Common Stock	05/30/2007		S		8,200	D	\$ 54.58	2,830,400	D	
	05/30/2007		S		10,600	D		2,819,800	D	

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Common Stock					\$ 54.59		
Common Stock	05/30/2007	S	6,317	D	\$ 54.6	2,813,483	D
Common Stock	05/30/2007	S	2,183	D	\$ 54.61	2,811,300	D
Common Stock	05/30/2007	S	1,200	D	\$ 54.62	2,810,100	D
Common Stock	05/30/2007	S	4,065	D	\$ 54.63	2,806,035	D
Common Stock	05/30/2007	S	1,200	D	\$ 54.64	2,804,835	D
Common Stock	05/30/2007	S	2,418	D	\$ 54.65	2,802,417	D
Common Stock	05/30/2007	S	700	D	\$ 54.66	2,801,717	D
Common Stock	05/30/2007	S	1,082	D	\$ 54.67	2,800,635	D
Common Stock	05/30/2007	S	2,000	D	\$ 54.68	2,798,635	D
Common Stock	05/30/2007	S	135	D	\$ 54.69	2,798,500	D
Common Stock	05/30/2007	S	400	D	\$ 54.71	2,798,100	D
Common Stock	05/30/2007	S	800	D	\$ 54.72	2,797,300	D
Common Stock	05/30/2007	S	400	D	\$ 54.73	2,796,900	D
Common Stock	05/30/2007	S	500	D	\$ 54.74	2,796,400	D
Common Stock	05/30/2007	S	400	D	\$ 54.76	2,796,000	D
Common Stock	05/30/2007	S	700	D	\$ 54.78	2,795,300	D
Common Stock	05/30/2007	S	800	D	\$ 54.79	2,794,500	D
Common Stock	05/30/2007	S	400	D	\$ 54.86	2,794,100	D
Common Stock	05/30/2007	S	400	D	\$ 54.88	2,793,700	D
	05/30/2007	S	400	D		2,793,300	D

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Common Stock \$ 54.89

Common Stock 132,248 I by Spouse

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 54.57	05/29/2007		A ⁽¹⁾	960	05/29/2007	05/29/2017	Common Stock	960

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BURKE RICHARD T
C/O UNITEDHEALTH GROUP INCORPORATED
9900 BREN ROAD EAST
MINNETONKA, MN 55343

X

Signatures

By: Dannette L. Smith For: Richard T. Burke

05/31/2007

__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).

These options are being granted as compensation for attendance at the regularly scheduled quarterly meetings of the Board of Directors
(1) and committee meeting(s) of the Issuer. The reporting person previously elected to convert cash meeting attendance fees into stock options pursuant to a previously approved policy.

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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