

WICHMANN DAVID S

Form 4

December 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WICHMANN DAVID S

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)
11/29/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO, Pres UHG Operations

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/29/2012		M	200,000 A \$ 22.5086	536,146.1243	D	
Common Stock	11/29/2012		M	112,500 A \$ 29.3986	648,646.1243	D	
Common Stock	11/29/2012		M	37,500 A \$ 26.95	686,146.1243	D	
Common Stock	11/29/2012		M	75,000 A \$ 31.535	761,146.1243	D	
Common Stock	11/29/2012		M	75,000 A \$ 33.1236	836,146.1243	D	

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Common Stock	11/29/2012		M	154,000	A	\$ 42.2986	990,146.1243	D	
Common Stock	11/29/2012		M	154,000	A	\$ 39.85	1,144,146.1243	D	
Common Stock	11/29/2012		S	808,000	D	\$ 53.8846 <u>(1)</u>	336,146.1243	D	
Common Stock							220.0985	I	by 401(k)

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 22.5086	11/29/2012		M	200,000	<u>(2)</u>	02/12/2013	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 29.3986	11/29/2012		M	112,500	<u>(3)</u>	11/28/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 26.95	11/29/2012		M	37,500	11/28/2007	11/28/2013	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 31.535	11/29/2012		M	75,000	<u>(4)</u>	08/06/2014	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 33.1236	11/29/2012		M	75,000	<u>(5)</u>	08/06/2014	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 42.2986	11/29/2012		M	154,000	<u>(6)</u>	12/07/2014	Common Stock	1

Non-Qualified Stock Option (right to buy)	\$ 39.85	11/29/2012	M	154,000	<u>(7)</u>	12/07/2014	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WICHMANN DAVID S C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343			EVP & CFO, Pres UHG Operations	

Signatures

Dannette L. Smith, Attorney-in-Fact for: David S. Wichmann	12/03/2012
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 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 \$53.53 to \$54.565 per share. The price reported above reflects the weighted 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.
- (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 stock options vested at a rate of 25% annually on February 12 from the years 2004 through 2007.
 - (3) The stock options vested at a rate of 33% annually on November 28 from the years 2004 through 2006.
 - (4) The stock options vested at a rate of 50% annually on August 6 in the years 2007 and 2008.
 - (5) The stock options vested at a rate of 50% annually on August 6 in the years 2005 and 2006.
 - (6) The stock options vested at a rate of 50% annually on December 7 in the years 2005 and 2006.
 - (7) The stock options vested at a rate of 50% annually on December 7 in the years 2007 and 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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