

UNITEDHEALTH GROUP INC
Form 4
February 11, 2016

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

OMB APPROVAL

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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)
02/09/2016

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & CFO

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)	Price		
Common Stock	02/09/2016		A	14,844 (1)	\$ 0	D	
Common Stock	02/09/2016		A	54,899 (2)	\$ 0	D	
Common Stock	02/09/2016		F	26,462 (3)	\$ 111.16	D	
Common Stock	02/10/2016		F	1,303 (4)	\$ 112.74	D	
Common Stock					228.7352	I	by 401(k)

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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)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Includes entry for Non-Qualified Stock Options.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for WICHMANN DAVID S, C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST, MINNETONKA, MN 55343, President & CFO.

Signatures

Amy L. Schneider, Attorney-in-Fact for: David S. Wichmann, 02/11/2016. Includes signature line and 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) The restricted stock units will vest at a rate of 25% annually on February 9 from the years 2017 through 2020.
(2) Represents the settlement of Performance Share Awards for the performance period 2013-2015.
(3) Represents the withholding of shares to satisfy tax obligations upon the settlement of Performance Share Awards for the performance period 2013-2015.
(4) Amount does not include Performance Share Awards granted to the executive officer on February 9, 2016, as performance awards not tied to stock price are not derivative securities for purposes of Section 16 under guidance from the staff of the SEC.

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dependent upon the achievement of cumulative 3-year EPS and average return-on-equity performance metrics approved by the Compensation and Human Resources Committee. The target number of Performance Shares is 29,687.

(5) The stock options vest at a rate of 25% annually on February 9 from the years 2017 through 2020.

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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