

UNITEDHEALTH GROUP INC
Form 4
August 25, 2014

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 *
LEATHERDALE DOUGLAS W

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)
08/22/2014

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	08/22/2014		M			10,000 A \$ 43.31	925,049	D	
Common Stock	08/22/2014		M			1,020 A \$ 45.34	926,069	D	
Common Stock	08/22/2014		M			10,000 A \$ 47.915	936,069	D	
Common Stock	08/22/2014		M			1,000 A \$ 48.355	937,069	D	
Common Stock	08/22/2014		M			10,000 A \$ 52.81	947,069	D	

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Common Stock	08/22/2014	M	1,020	A	\$ 53.03	948,089	D	
Common Stock	08/22/2014	M	10,000	A	\$ 56.78	958,089	D	
Common Stock	08/22/2014	M	720	A	\$ 59	958,809	D	
Common Stock						2,200	I	by Trust 1 <u>(1)</u>
Common Stock						2,200	I	by Trust 2 <u>(1)</u>
Common Stock						2,200	I	by Trust 3 <u>(1)</u>
Common Stock						9,200	I	by Trust 4 <u>(2)</u>
Common Stock						9,200	I	by Trust 5 <u>(2)</u>
Common Stock						9,200	I	by Trust 6 <u>(2)</u>
Common Stock						9,200	I	by Trust 7 <u>(2)</u>
Common Stock						15	I	by Trust 8 <u>(3)</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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option	\$ 43.31	08/22/2014		M	10,000	01/03/2005	01/03/2015	Common Stock	10

(right to buy)										
Non-Qualified Stock Option (right to buy)	\$ 45.34	08/22/2014	M	1,020	02/01/2005	02/01/2015	Common Stock	1,		
Non-Qualified Stock Option (right to buy)	\$ 47.915	08/22/2014	M	10,000	04/01/2005	04/01/2015	Common Stock	10		
Non-Qualified Stock Option (right to buy)	\$ 48.355	08/22/2014	M	1,000	05/03/2005	05/03/2015	Common Stock	1,		
Non-Qualified Stock Option (right to buy)	\$ 52.81	08/22/2014	M	10,000	07/01/2005	07/01/2015	Common Stock	10		
Non-Qualified Stock Option (right to buy)	\$ 53.03	08/22/2014	M	1,020	08/02/2005	08/02/2015	Common Stock	1,		
Non-Qualified Stock Option (right to buy)	\$ 56.78	08/22/2014	M	10,000	10/03/2005	10/03/2015	Common Stock	10		
Non-Qualified Stock Option (right to buy)	\$ 59	08/22/2014	M	720	11/01/2005	11/01/2015	Common Stock	7		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEATHERDALE DOUGLAS W C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343		X		

Signatures

Amy L. Schneider, Attorney-in-Fact for Douglas W. Leatherdale 08/25/2014

__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 shares are held in an irrevocable trust for the benefit of the reporting person's grandchild. The reporting person disclaims beneficial

- (1) ownership of the shares held by his grandchild's irrevocable trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by the irrevocable trust for the purposes of Section 16 or for any other purpose.
- (2) These shares are held in an irrevocable trust for the benefit of the reporting person's child. The reporting person disclaims beneficial ownership of the shares held by his child's irrevocable trust, and this report should not be deemed an admission that the reporting person

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is the beneficial owner of the shares held by the irrevocable trust for the purposes of Section 16 or for any other purpose.

- (3) These shares are held in an irrevocable trust for the benefit of the reporting person's grandchildren. The reporting person disclaims beneficial ownership of the shares held by his grandchildren's irrevocable trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by the irrevocable trust for the purposes of Section 16 or for any other purpose.

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.