Tuckson Reed Vaughn
Form 4
February 10, 2012

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 *
Tuckson Reed Vaughn

(Last) (First) (Middle)

C/O UNITEDHEALTH GROUP, 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)
02/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & Chief of Medical Affairs

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/09/2012		F		2,322	D	$ 53.06	122,940.866	D	
Common Stock	02/09/2012		F		2,914	D	$ 53.06	120,026.866	D	
Common Stock	02/09/2012		M		52,500	A	$ 30.979	172,526.866	D	
Common Stock	02/09/2012		M		17,500	A	$ 28.1	190,026.866	D	
Common Stock	02/09/2012		M		110,000	A	$ 43.679	300,026.866	D	

Common Stock	02/09/2012		M	110,000	A	$ 42.865	410,026.866	D	
Common Stock	02/09/2012		S	290,000	D	$ 53.1214 (1)	120,026.866	D	
Common Stock							57.9304	I	by 401(k)

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

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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sh
Non-Qualified Stock Option (right to buy)	$ 30.979	02/09/2012		M			52,500	(2)	10/28/2013	Common Stock	5
Non-Qualified Stock Option (right to buy)	$ 28.1	02/09/2012		M			17,500	10/28/2007	10/28/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	$ 43.679	02/09/2012		M			110,000	(3)	11/04/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	$ 42.865	02/09/2012		M			110,000	(4)	11/04/2014	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tuckson Reed Vaughn C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST			EVP & Chief of Medical	

MINNETONKA, MN 55343 Affairs

Signatures

Dannette L. Smith, Attorney-in-Fact for: Reed V. Tuckson	02/10/2012
**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).

(1) This transaction was executed in multiple trades ranging from $53.09 to $53.145 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.

(2) The stock options vested at a rate of 33% annually on October 28 from the years 2004 through 2006.

(3) The stock options vested at a rate of 50% annually on November 4 from the years 2005 through 2006.

(4) The stock options vested at a rate of 50% annually on November 4 from the years 2007 through 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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