

WELTERS ANTHONY

Form 4

April 24, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WELTERS ANTHONY

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)
C/O UNITEDHEALTH
GROUP, 9900 BREN ROAD EAST

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP, UnitedHealth Group

(Street)
MINNETONKA, MN 55343

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

(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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/23/2012		M		70,000	A	\$ 42.865	193,856.836	D
Common Stock	04/23/2012		M		23,639	A	\$ 33.94	217,495.836	D
Common Stock	04/23/2012		F		17,769	D	\$ 59.51	199,726.836	D
Common Stock	04/23/2012		M		28,280	A	\$ 29.74	228,006.836	D
Common Stock	04/23/2012		F		20,103	D	\$ 59.51	207,903.836	D

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Common Stock	04/23/2012	M	38,012	A	\$ 33	245,915.836	D
Common Stock	04/23/2012	F	28,225	D	\$ 59.51	217,690.836	D
Common Stock	04/23/2012	S	90,571	D	\$ 59.0672 (1)	127,119.836	D

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 or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 42.865	04/23/2012		M	70,000	11/04/2008 11/04/2014	Common Stock 70
Stock Appreciation Right	\$ 33.94	04/23/2012		M	23,639	06/05/2011 06/05/2018	Common Stock 23
Stock Appreciation Right	\$ 29.74	04/23/2012		M	28,280	02/03/2012 02/23/2019	Common Stock 28
Stock Appreciation Right	\$ 33	04/23/2012		M	38,012	02/09/2012 02/09/2020	Common Stock 38

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WELTERS ANTHONY
C/O UNITEDHEALTH GROUP
9900 BREN ROAD EAST
MINNETONKA, MN 55343

EVP,
UnitedHealth
Group

Signatures

Dannette L. Smith, Attorney-in-Fact for Anthony
Welters

04/24/2012

__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).

This transaction was executed in multiple trades ranging from \$59.03 to \$59.202 per share. The price reported above reflects the weighted
(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.

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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