UNITEDHEALTH GROUP INC

Form 4 June 09, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **WELTERS ANTHONY**

(First)

2. Issuer Name and Ticker or Trading

Symbol

UNITEDHEALTH GROUP INC

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

[UNH]

(Middle)

(Last)

3. Date of Earliest Transaction

(Month/Day/Year)

06/05/2008

Director 10% Owner X_ Officer (give title Other (specify below)

EVP & Pres Publc & Sr Mkts Grp

C/O UNITEDHEALTH GROUP INCORPORATED, 9900 BREN ROAD EAST

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Α

(A) Transaction(s) (Instr. 3 and 4) Price

\$0

Common Stock (1)

06/05/2008

Amount (D) 68,348

71,803 (2)

D

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Month/Day/Year) Execution Date, if TransactionDerivative any Code Securitie (Month/Day/Year) (Instr. 8) Acquired or Dispose (D)		Securities Acquired (A) or Disposed of (D)	Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Rights	\$ 33.94	06/05/2008		A	84,851	06/05/2009(3)	06/05/2018	Common Stock	84

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

EVP & Pres Publc & Sr Mkts

Grp

Signatures

By: Christopher J. Walsh, Attorney-In-Fact For: Anthony
Welters

06/09/2008

**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) The restricted stock units will vest at a rate of 25% annually on June 5 from the years 2009 through 2012.
- (2) Includes shares acquired under UnitedHealth Group's Employee Stock Purchase Plan.
- (3) The stock appreciation rights vest at a rate of 25% annually on June 5 from the years 2009 through 2012.

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.

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