UNITEDHEALTH GROUP INC

Form 4

February 24, 2011

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LEATHERDALE DOUGLAS W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

UNITEDHEALTH GROUP INC

(Check all applicable)

[UNH]

(Middle)

3. Date of Earliest Transaction _X__ Director 10% Owner

(Month/Day/Year)

02/23/2011

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

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

MINNETONKA, MN 55343

Person

| (Cit | ty) | (State) | (Zip) Tab | le I - Non- | Derivative | Secu | rities Acquii | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------|-----|---|---|---|------------|------|--|--|---|----------------|
| 1.Title of Security (Instr. 3) | 7 | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | | | 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) | |
| Comm Stock | ion | 02/23/2011 | | S | 10,000 | D | \$ 42.9706 (1) | 899,433 | D | |
| Comm Stock | ion | | | | | | | 2,200 | I | by Trust 1 (2) |
| Comm Stock | ion | | | | | | | 2,200 | I | by Trust 2 |
| Comm Stock | ion | | | | | | | 2,200 | Ι | by Trust 3 |

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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.

02/24/2011

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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. 5. TransactionNumber Code of (Instr. 8) Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Titl Amou Under Secur (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | |
|---|---|---|---|---|--|--|--------------------|--|--|---|--|
| | | | | Code V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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

Dannette L. Smith, Attorney-in-Fact for Douglas W. Leatherdale

**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 \$42.94 to \$42.98 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.
- These shares are held in a irrevocable trust for the benefit of the reporting person's grandchild. The reporting person disclaims beneficial 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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