Edgar Filing: Walsh Christopher James - Form 4

Walsh Christo Form 4	opher James											
March 22, 20	11											
										OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										3235-0287		
Check this				0 /					Expires:	January 31,		
if no longer subject to Section 16. Form 4 or							NERSHIP OF	Estimated average burden hours per response 0				
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 30(h) of the Investment Company Act of 19401(b).												
(Print or Type R	esponses)											
1. Name and Address of Reporting Person [*] Walsh Christopher James			2. Issuer Name and Ticker or Trading Symbol UNITEDHEALTH GROUP INC [UNH]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Mont				Date of Earliest Transaction onth/Day/Year) /21/2011				Director 10% Owner X Officer (give title Other (specify below) Below) Below) EVP and General Counsel				
KOND LIN	(Street)		1 If A mor	ndmant Day	to Original			6 Individual or L	oint/Group Fili	ag(Chaolr		
				ff Amendment, Date Original ed(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 				
MINNETON	IKA, MN 553	43						Form filed by N Person	Aore than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Ye	ear) Executio any		3. Transactic Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4	sposed	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	03/21/2011			A	68.795 (1)	A	\$ 0	83,887.795	D			

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.

 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)	4. Transactio Code (Instr. 8)	5. or/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. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Walsh Christopher James C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343			EVP and General Counsel				
Signatures							
Christopher J.							

Walsh

03/22/2011

<u>**</u>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) Represents payment of dividend equivalents on outstanding restricted stock units. The dividend equivalents are subject to the same terms as the underlying restricted stock units and are forfeited if the related award does not vest.

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.