#### WICHMANN DAVID S

Form 4

February 10, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* WICHMANN DAVID S

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

UNITEDHEALTH GROUP INC [UNH]

(Check all applicable)

EVP & CFO, Pres UHG Operations

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director \_X\_\_ Officer (give title below)

10% Owner Other (specify

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Street)

Filed(Month/Day/Year)

02/09/2012

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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or orDisposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/09/2012		F	6,754	D	\$ 53.06	341,341.267	D	
Common Stock	02/09/2012		F	3,235	D	\$ 53.06	338,106.267	D	
Common Stock	02/09/2012		M	200,000	A	\$ 22.11	538,106.267	D	
Common Stock	02/09/2012		S	200,000	D	\$ 53.2064 (1)	338,106.267	D	
							217.8501	I	by 401(k)

Common Stock

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)		
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 22.11	02/09/2012		M	200	,000	(2)	08/05/2012	Common Stock	20

Relationships

# **Reporting Owners**

MINNETONKA, MN 55343

Reporting Owner Name / Address	<b>-</b>						
	Director	10% Owner	Officer	Other			
WICHMANN DAVID S			EVP & CFO.				
C/O UNITEDHEALTH GROUP							
9900 BREN ROAD EAST			Pres UHG				
MINISTONIZA MNI 55242		Operations					

# **Signatures**

Dannette L. Smith, Attorney-in-Fact for: David S. Wichmann 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).
- This transaction was executed in multiple trades ranging from \$53.045 to \$53.40 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.
- (2) The stock options vested at a rate of 25% annually on August 5 from the years 2003 through 2006.

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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