

UNITEDHEALTH GROUP INC  
 Form 4  
 December 06, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/05/2013**

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

**C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST**

(Street)

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

**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 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 or Price		
Common Stock	12/05/2013		M		10,000 A \$ 29.52	923,453	D
Common Stock	12/05/2013		M		1,700 A \$ 30.045	925,153	D
Common Stock	12/05/2013		M		10,000 A \$ 32.485	935,153	D
Common Stock	12/05/2013		M		2,080 A \$ 30.94	937,233	D
Common Stock	12/05/2013		M		10,000 A \$ 30.9	947,233	D

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Common Stock	12/05/2013	M	1,360	A	\$ 31.155	948,593	D	
Common Stock	12/05/2013	M	10,000	A	\$ 36.88	958,593	D	
Common Stock	12/05/2013	M	1,100	A	\$ 38.875	959,693	D	
Common Stock	12/05/2013	S	46,240	D	\$ 72.891 <u>(1)</u>	913,453	D	
Common Stock						2,200	I	by Trust 1 <u>(2)</u>
Common Stock						2,200	I	by Trust 2 <u>(2)</u>
Common Stock						2,200	I	by Trust 3 <u>(2)</u>
Common Stock						9,200	I	by Trust 4 <u>(3)</u>
Common Stock						9,200	I	by Trust 5 <u>(3)</u>
Common Stock						9,200	I	by Trust 6 <u>(3)</u>
Common Stock						9,200	I	by Trust 7 <u>(3)</u>

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	Am or Num of S
Non-Qualified	\$ 29.52	12/05/2013		M	10,000	01/02/2004	01/02/2014	Common	10

Stock Option (right to buy)								Stock
Non-Qualified Stock Option (right to buy)	\$ 30.045	12/05/2013	M	1,700	02/03/2004	02/03/2014	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 32.485	12/05/2013	M	10,000	04/01/2004	04/01/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 30.94	12/05/2013	M	2,080	05/12/2004	05/12/2014	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 30.9	12/05/2013	M	10,000	07/01/2004	07/01/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 31.155	12/05/2013	M	1,360	08/03/2004	08/03/2014	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 36.88	12/05/2013	M	10,000	10/01/2004	10/01/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 38.875	12/05/2013	M	1,100	11/04/2004	11/04/2014	Common Stock	1,

## 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

Amy L. Schneider, Attorney-in-Fact for Douglas W.  
Leatherdale

12/06/2013

\_\_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 \$72.84 to \$72.955 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 sales were effected.

(2)

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These shares are held in an 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.

- (3) These shares are held in an irrevocable trust for the benefit of the reporting person's child. The reporting person disclaims beneficial ownership of the shares held by his child'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.

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