

UNITEDHEALTH GROUP INC  
Form 3  
June 09, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *    |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Â REX JOHN F                                 |         | (Month/Day/Year)                     | UNITEDHEALTH GROUP INC [UNH]   |  |
| (Last)                                       | (First) | (Middle)                             | 06/07/2016   |  |
| C/O UNITEDHEALTH GROUP,Â 9900 BREN ROAD EAST |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                     |         |                                      | (Check all applicable)   |  |
| MINNETONKA,Â MNÂ 55343                       |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (City)                                       | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below) (specify below)                                     |  |
|  |         |                                      | EVP Chief Financial Officer  |  |
|  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 65,383.016 <sup>(1)</sup>                                | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|  | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|--|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Options (right to buy) | Â (2)            | 06/05/2022      | Common Stock | 80,000                     | \$ 56.04  | D                                     | Â |
| Non-Qualified Stock Options (right to buy) | Â (3)            | 02/06/2023      | Common Stock | 52,972                     | \$ 57.38  | D                                     | Â |
| Non-Qualified Stock Options (right to buy) | Â (4)            | 02/12/2024      | Common Stock | 44,757                     | \$ 70.24  | D                                     | Â |
| Non-Qualified Stock Options (right to buy) | Â (5)            | 02/10/2025      | Common Stock | 25,504                     | \$ 108.97 | D                                     | Â |
| Non-Qualified Stock Options (right to buy) | Â (6)            | 02/09/2026      | Common Stock | 31,623                     | \$ 111.16 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| REX JOHN F<br>C/O UNITEDHEALTH GROUP<br>9900 BREN ROAD EAST<br>MINNETONKA, MN 55343 | Â             | Â         | Â EVP Chief Financial Officer | Â     |

## Signatures

Amy L. Schneider, Attorney-in-Fact for John F. Rex 06/09/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Amount does not include Performance Share Awards granted to the executive officer on February 10, 2015 and February 9, 2016, as performance awards not tied to stock price are not derivative securities for purposes of Section 16 under guidance from the staff of the SEC. The number of Performance Share Awards that the executive officer will receive will be determined at the end of the respective 3-year performance period and will be dependent upon the achievement of cumulative 3-year EPS and average return-on-equity performance metrics approved by the Compensation and Human Resources Committee. The target number of Performance Share Awards is 10,554 and 11,246 for 2015 and 2016, respectively.
  - (2) The stock options vest at a rate of 25% annually on June 5 from the years 2013 through 2016.
  - (3) The stock options vest at a rate of 25% annually on February 6 from the years 2014 through 2017.
  - (4) The stock options vest at a rate of 25% annually on February 12 from the years 2015 through 2018.
  - (5) The stock options vest at a rate of 25% annually on February 10 from the years 2016 through 2019.
  - (6) The stock options vest at a rate of 25% annually on February 9 from the years 2017 through 2020.

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.