

UNITEDHEALTH GROUP INC
 Form 5
 February 08, 2008

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

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

C/O UNITEDHEALTH GROUP
 INCORPORATED, 9900 BREN
 ROAD EAST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MINNETONKA, MN 55343

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/18/2007	^	G	1,500 D \$ 0	868,365	D	^
Common Stock	12/18/2007	^	G ⁽¹⁾	250 D \$ 0	868,115	D	^
Common Stock	12/18/2007	^	G ⁽¹⁾	250 D \$ 0	867,865	D	^
	12/18/2007	^	G ⁽¹⁾	250 D \$ 0	867,615	D	^

Common
Stock

Common Stock	12/18/2007	Â	G ⁽¹⁾	250	A	\$ 0	1,150 ⁽²⁾	I	by Trust
Common Stock	12/18/2007	Â	G ⁽¹⁾	250	A	\$ 0	1,150 ⁽²⁾	I	by Trust 2
Common Stock	12/18/2007	Â	G ⁽¹⁾	250	A	\$ 0	1,150 ⁽²⁾	I	by Trust 3

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

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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E F (I
						Date Exercisable (A) (D)	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 INCORPORATED
9900 BREN ROAD EAST
MINNETONKA, MN 55343

Â X Â Â Â

Signatures

By: Dannette L. Smith, Attorney-In-Fact For: Douglas W. Leatherdale

02/08/2008

__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) These shares were gifted to an irrevocable trust for the benefit of the reporting person's grandchild and the reporting person is the trustee of the irrevocable trust.

These shares are owned directly by an irrevocable trust for the benefit of the reporting person's grandchild. The total includes 250 shares gifted by the reporting person on December 18, 2007 as well as 900 shares previously gifted to the trust. The prior gifts were reported on the reporting person's Forms 4 filed on February 11, 2003, January 6, 2004, January 5, 2005 and December 22, 2005, but those Forms 4 did not list the trust's holdings as indirectly owned. 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 purposes of Section 16 or for any other purpose.

- (2)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.