

UNITEDHEALTH GROUP INC
Form 4
April 19, 2007

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 *
Mikan George Lawrence III

(Last) (First) (Middle)

C/O UNITEDHEALTH GROUP
INCORPORATED, 9900 BREN
ROAD EAST

(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNITEDHEALTH GROUP INC
[UNH]

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			(A) or (D)	Code V	Amount	(D)	Price

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)

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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 Underlying (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 14.175	04/18/2007 ⁽¹⁾		D ⁽¹⁾			10,000	⁽¹⁾	06/01/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.625	04/18/2007 ⁽¹⁾		A ⁽¹⁾			10,000	⁽¹⁾	06/01/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.3875	04/18/2007 ⁽¹⁾		D ⁽¹⁾			50,000	⁽¹⁾	01/07/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.1225	04/18/2007 ⁽¹⁾		A ⁽¹⁾			50,000	⁽¹⁾	01/07/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.535	04/17/2007 ⁽¹⁾		D ⁽¹⁾			30,000	⁽¹⁾	08/05/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.11	04/17/2007 ⁽¹⁾		A ⁽¹⁾			30,000	⁽¹⁾	08/05/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.06	04/17/2007 ⁽¹⁾		D ⁽¹⁾			75,000	⁽¹⁾	02/12/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.725	04/17/2007 ⁽¹⁾		A ⁽¹⁾			75,000	⁽¹⁾	02/12/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.175	04/17/2007 ⁽¹⁾		D ⁽¹⁾			52,500	⁽¹⁾	10/28/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.1	04/17/2007 ⁽¹⁾		A ⁽¹⁾			52,500	⁽¹⁾	10/28/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.17	04/17/2007 ⁽¹⁾		D ⁽¹⁾			150,000	⁽¹⁾	05/10/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.705	04/17/2007 ⁽¹⁾		A ⁽¹⁾			150,000	⁽¹⁾	05/10/2014	Common Stock
	\$ 38.875	04/17/2007 ⁽¹⁾		D ⁽¹⁾			190,000	⁽¹⁾	11/04/2014	

Non-Qualified Stock Option (right to buy)								Commo Stock
Non-Qualified Stock Option (right to buy)	\$ 42.865	04/17/2007 ⁽¹⁾	A ⁽¹⁾	190,000		⁽¹⁾	11/04/2014	Commo Stock
Non-Qualified Stock Option (right to buy)	\$ 47.34	04/17/2007 ⁽¹⁾	D ⁽¹⁾		100,000	⁽¹⁾	05/02/2015	Commo Stock
Non-Qualified Stock Option (right to buy)	\$ 48.57	04/17/2007 ⁽¹⁾	A ⁽¹⁾	100,000		⁽¹⁾	05/02/2015	Commo Stock
Non-Qualified Stock Option (right to buy)	\$ 57.89	04/17/2007 ⁽¹⁾	D ⁽¹⁾		45,000	⁽¹⁾	10/31/2015	Commo Stock
Non-Qualified Stock Option (right to buy)	\$ 60.07	04/17/2007 ⁽¹⁾	A ⁽¹⁾	45,000		⁽¹⁾	10/31/2015	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mikan George Lawrence III C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343			EVP and CFO	

Signatures

/s/ Dannette L. Smith for George L.
Mikan III

04/19/2007

**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).

Reflects action taken to increase the exercise price of any stock option (or portion thereof) that was granted to Mr. Mikan prior to his becoming an executive officer of UnitedHealth Group Incorporated and is potentially subject to a surtax under Section 409A of the

- (1) Internal Revenue Code to the closing price of the Company's common stock on the accounting measurement date for that stock option. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be a cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

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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