

RYAN ROBERT L  
Form 4  
May 02, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
RYAN ROBERT L

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)  
05/01/2007

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 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)		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	03/14/2006		J	V	16,000 (1)	D \$ 0	8,000	D
Common Stock	05/01/2007		M		2,120	A \$ 18.89	10,120	D
Common Stock	05/01/2007		M		10,000	A \$ 18.9725	20,120	D
Common Stock	05/01/2007		M		10,000	A \$ 23.0875	30,120	D
	05/01/2007		M		1,640	A	31,760	D

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Common Stock					\$ 22.0975		
Common Stock	05/01/2007	M	1,920	A	\$ 21.075	33,680	D
Common Stock	05/01/2007	M	10,000	A	\$ 22.1175	43,680	D
Common Stock	05/01/2007	M	1,720	A	\$ 23.67	45,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 21.4275	55,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 22.82	65,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 25.155	75,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 25.88	85,400	D
Common Stock	05/01/2007	M	10,000	A	\$ 29.52	95,400	D
Common Stock	05/01/2007	S	4,000	D	\$ 52.5	91,400	D
Common Stock	05/01/2007	S	3,000	D	\$ 52.52	88,400	D
Common Stock	05/01/2007	S	6,300	D	\$ 52.53	82,100	D
Common Stock	05/01/2007	S	4,600	D	\$ 52.54	77,500	D
Common Stock	05/01/2007	S	32,600	D	\$ 52.55	44,900	D
Common Stock	05/01/2007	S	6,200	D	\$ 52.56	38,700	D
Common Stock	05/01/2007	S	9,200	D	\$ 52.57	29,500	D
Common Stock	05/01/2007	S	8,800	D	\$ 52.6	20,700	D
Common Stock	05/01/2007	S	9,900	D	\$ 52.61	10,800	D
Common Stock	05/01/2007	S	1,914	D	\$ 52.62	8,886	D
Common Stock	05/01/2007	S	400	D	\$ 52.65	8,486	D
	05/01/2007	S	100	D	\$ 52.66	8,386	D

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Common  
Stock

Common Stock	05/01/2007		S	386	D	\$ 52.67	8,000	D	
Common Stock	03/14/2006		J	V <u>16,000</u> (1)	A	\$ 0	16,000	I	by GRAT

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 18.89	05/01/2007		M	2,120	08/12/2002 02/12/2012	Common Stock 2,
Non-Qualified Stock Option (right to buy)	\$ 18.9725	05/01/2007		M	10,000	10/01/2002 04/01/2012	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 21.075	05/01/2007		M	1,920	08/06/2002 08/06/2012	Common Stock 1,
Non-Qualified Stock Option (right to buy)	\$ 21.4275	05/01/2007		M	10,000	01/02/2003 01/02/2013	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 22.0975	05/01/2007		M	1,640	05/15/2002 05/15/2012	Common Stock 1,
Non-Qualified Stock Option (right to buy)	\$ 22.1175	05/01/2007		M	10,000	10/01/2002 10/01/2012	Common Stock 10
	\$ 22.82	05/01/2007		M	10,000	04/01/2003 04/01/2013	

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.0875	05/01/2007	M	10,000	07/01/2002	07/01/2012		Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 23.67	05/01/2007	M	1,720	10/29/2002	10/29/2012		Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 25.155	05/01/2007	M	10,000	07/01/2003	07/01/2013		Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 25.88	05/01/2007	M	10,000	10/01/2003	10/01/2013		Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 29.52	05/01/2007	M	10,000	01/02/2004	01/02/2014		Common Stock	10

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN ROBERT L C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343	X			

## Signatures

By: Dannette L. Smith For: Robert L. Ryan  
05/02/2007

\*\*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).

(1) The reporting person contributed 16,000 shares to a grantor retained annuity trust on March 14, 2006 and, as a result, changing his beneficial ownership with respect to the 16,000 shares from direct beneficial ownership to indirect beneficial ownership.

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