

WICHMANN DAVID S

Form 4

December 03, 2012

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 *
WICHMANN DAVID S

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)
11/29/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO, Pres UHG Operations

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)
				(A) or (D)	Price		
Common Stock	11/29/2012		M	200,000	A \$ 22.5086	536,146.1243	D
Common Stock	11/29/2012		M	112,500	A \$ 29.3986	648,646.1243	D
Common Stock	11/29/2012		M	37,500	A \$ 26.95	686,146.1243	D
Common Stock	11/29/2012		M	75,000	A \$ 31.535	761,146.1243	D
Common Stock	11/29/2012		M	75,000	A \$ 33.1236	836,146.1243	D

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Common Stock	11/29/2012	M	154,000	A	\$ 42.2986	990,146.1243	D	
Common Stock	11/29/2012	M	154,000	A	\$ 39.85	1,144,146.1243	D	
Common Stock	11/29/2012	S	808,000	D	\$ 53.8846 <u>(1)</u>	336,146.1243	D	
Common Stock						220.0985	I	by 401(k)

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

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.

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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	A
Non-Qualified Stock Option (right to buy)	\$ 22.5086	11/29/2012		M	200,000	<u>(2)</u>	02/12/2013	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 29.3986	11/29/2012		M	112,500	<u>(3)</u>	11/28/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 26.95	11/29/2012		M	37,500	11/28/2007	11/28/2013	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 31.535	11/29/2012		M	75,000	<u>(4)</u>	08/06/2014	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 33.1236	11/29/2012		M	75,000	<u>(5)</u>	08/06/2014	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 42.2986	11/29/2012		M	154,000	<u>(6)</u>	12/07/2014	Common Stock	1

