

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 *
Burke Forrest Gregory

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)
04/17/2007

____ Director
 Officer (give title below) _____ Other (specify below)
Acting General Counsel

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) (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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SEC 1474
(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 Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 42.865	04/17/2007 ⁽¹⁾		D ⁽¹⁾		90,000		⁽¹⁾	01/04/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 47.915	04/17/2007 ⁽¹⁾		A ⁽¹⁾		90,000		⁽¹⁾	01/04/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 47.34	04/17/2007 ⁽¹⁾		D ⁽¹⁾		30,000		⁽¹⁾	05/02/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 48.57	04/17/2007 ⁽¹⁾		A ⁽¹⁾		30,000		⁽¹⁾	05/02/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 57.89	04/17/2007 ⁽¹⁾		D ⁽¹⁾		20,000		⁽¹⁾	10/31/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 60.07	04/17/2007 ⁽¹⁾		A ⁽¹⁾		20,000		⁽¹⁾	10/31/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Forrest Gregory C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343			Acting General Counsel	

Signatures

/s/ Forrest G. Burke
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. Burke 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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