UNITEDHEALTH GROUP INC

Form 4

February 21, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * RANGEN ERIC S

2. Issuer Name and Ticker or Trading

Symbol

Issuer

UNITEDHEALTH GROUP INC [UNH]

3. Date of Earliest Transaction

(Month/Day/Year) 02/19/2014

Director 10% Owner

5. Relationship of Reporting Person(s) to

(Check all applicable)

Sr VP & Chief Acctg Officer

_X__ Officer (give title Other (specify below)

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

(First)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MINNETONKA, MN 55343

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of	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)
Common Stock	02/19/2014		M	3,310	A	\$ 57.38	41,285.283	D	
Common Stock	02/19/2014		F	2,934	D	\$ 73.55	38,351.283	D	
Common Stock	02/19/2014		M	19,006	A	\$ 33	57,357.283	D	
Common Stock	02/19/2014		F	13,562	D	\$ 73.55	43,795.283	D	
Common Stock	02/19/2014		S	24,575	D	\$ 73.5943	19,220.283	D	

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(1)

Common Stock 02/20/2014 S 250 D \$73.692 18,970.283 D

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)

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Options (right to buy)	\$ 57.38	02/19/2014		M	3,310	(2)	02/06/2023	Common Stock	3,3
Stock Appreciation Rights	\$ 33	02/19/2014		M	19,006	<u>(3)</u>	02/09/2020	Common Stock	19,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

RANGEN ERIC S C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343

Sr VP & Chief Acctg Officer

Deletionships

Signatures

Amy L. Schneider, Attorney-in-Fact for Eric S.

Rangen
02/21/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- This transaction was executed in multiple trades ranging from \$73.56 to \$73.625 per share. The price reported above reflects the weighted
- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the sales were effected.
- (2) The non-qualified stock options vest at a rate of 25% annually on February 6 from the years 2014 through 2017.
- (3) The stock appreciation rights vest at a rate of 25% annually on February 9 from the years 2011 through 2014.

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