

BOUDREAUX GAIL
Form 4
February 27, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
BOUDREAUX GAIL

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)
02/25/2013

____ Director
 Officer (give title below) EVP & CEO, UnitedHealthcare
____ 10% Owner
____ Other (specify below)

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 Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	02/25/2013		S		72,895	D		\$ 54.4524 (1)
Common Stock	02/25/2013		M		28,280	A		\$ 29.74
Common Stock	02/25/2013		F		21,630	D		\$ 54.47
Common Stock	02/26/2013		S		6,650	D		\$ 53.1829 (2)

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Common Stock	02/25/2013	M	19,006	A	\$ 33	188,506.5533	D
Common Stock	02/25/2013	F	15,126	D	\$ 54.47	173,380.5533	D
Common Stock	02/26/2013	S	3,880	D	\$ 53.1829 <u>(2)</u>	169,500.5533	D
Common Stock	02/25/2013	M	19,006	A	\$ 33	188,506.5533	D
Common Stock	02/25/2013	F	15,126	D	\$ 54.47	173,380.5533	D
Common Stock	02/26/2013	S	2,561	D	\$ 53.1829 <u>(2)</u>	170,819.5533	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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 29.74	02/25/2013		M	28,280	<u>(3)</u>	02/23/2019	Common Stock	28,280
Stock Appreciation Rights	\$ 33	02/25/2013		M	19,006	<u>(4)</u>	02/09/2020	Common Stock	19,006
Stock Appreciation Rights	\$ 33	02/25/2013		M	19,006	<u>(4)</u>	02/09/2020	Common Stock	19,006

