

UNITEDHEALTH GROUP INC

Form 4/A

April 18, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEMSLEY STEPHEN J

(Last) (First) (Middle)

**C/O UNITEDHEALTH
GROUP, 9900 BREN ROAD EAST**

(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**UNITEDHEALTH GROUP INC
[UNH]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/14/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & Chief Exec Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (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)
Common Stock	02/12/2014 ⁽¹⁾		A	26,695 (2) (3)	\$ 70.24	2,661,686.868	D
Common Stock	02/12/2014 ⁽¹⁾		A	28,474 (3) (4)	\$ 70.24	2,690,160.868 (5)	D

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
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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)
Non-Qualified Stock Options (right to buy)	\$ 70.24	02/12/2014 ⁽¹⁾		A	83,918 ⁽⁶⁾	⁽⁷⁾ 02/12/2024	Common Stock 83,918 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEMSLEY STEPHEN J C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343	X		President & Chief Exec Officer	

Signatures

Amy L. Schneider, Attorney-in-Fact for: Stephen J. Hemsley

04/18/2014

__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).
- The total award value for equity grants made to the reporting person on February 12, 2014 remains unchanged from the total award value of the equity grants reported in the reporting person's original Form 4 filing; this amendment is being filed to reflect the accurate mix of equity grants.
- (1) The restricted stock units will vest at a rate of 25% annually on February 12 from the years 2015 through 2018.
- (3) In the reporting person's original Form 4 filing, the number of shares in the "Securities Acquired or Disposed of" and "Amount of Securities Beneficially Owned Following Reported Transactions" columns and the vesting schedule for the restricted stock units were incorrectly reported. In the aggregate, 55,169 restricted stock units were granted to the reporting person on February 12, 2014 with vesting schedules as set forth in footnotes 2 and 4.
- (4) The restricted stock units will vest 100% on the third anniversary of the date of grant.
- (5) Amount does not include performance-based restricted stock units granted to the reporting person on February 12, 2014, as performance awards not tied to stock price are not derivative securities for purposes of Section 16 under guidance from the staff of the SEC. The number of performance-based restricted stock units that the reporting person will receive will be determined at the end of the three-year performance period and will be dependent upon the achievement of cumulative three-year earnings per share and average return on equity performance metrics approved by the Compensation and Human Resources Committee. The target number of performance-based

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restricted stock units is 53,389.

In the reporting person's original Form 4 filing, the number of shares in the "Number of Derivative Securities Acquired or Disposed of,"

- (6) "Title and Amount of Underlying Securities - Amount or Number of Shares" and "Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)" columns were incorrectly reported.

- (7) The stock options vest at a rate of 25% annually on February 12 from the years 2015 through 2018.

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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