

UNITEDHEALTH GROUP INC
 Form 4
 February 12, 2015

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 *
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)
02/10/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & CFO

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)
Common Stock	02/10/2015		A	(A) V Amount <u>(1)</u> 15,142	\$ 108.97	481,639.321	D
Common Stock	02/10/2015		A	(A) V Amount <u>(2)</u> 63,138	\$ 0	544,777.321	D
Common Stock	02/10/2015		F	(D) V Amount <u>(3)</u> 30,433	\$ 108.97	514,344.321 <u>(4)</u>	D
Common Stock						225.3987	I by 401(k)

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

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Compensation and Human Resources Committee. The target number of Performance Shares is 30,284.

(5) The stock options vest at a rate of 25% annually on February 10 from the years 2016 through 2019.

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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