

UNITEDHEALTH GROUP INC
 Form 4
 December 22, 2014

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 *
HEMSLEY STEPHEN J

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)
12/18/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Exec Officer

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/18/2014		M	450,000 A \$ 45.28	3,225,828.934	D	
Common Stock	12/18/2014		F	320,135 D \$ 102.24	2,905,693.934	D	
Common Stock	12/18/2014		M	150,000 A \$ 55.3583	3,055,693.934	D	
Common Stock	12/18/2014		F	114,371 D \$ 102.24	2,941,322.934	D	
Common Stock	12/18/2014		M	187,500 A \$ 48.355	3,128,822.934	D	

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Common Stock	12/18/2014	F	136,311	D	\$ 102.24	2,992,511.934	D	
Common Stock	12/18/2014	M	62,500	A	\$ 57.4183	3,055,011.934	D	
Common Stock	12/18/2014	F	48,307	D	\$ 102.24	3,006,704.934	D	
Common Stock						300.0943	I	by 401(k)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	A
Non-Qualified Stock Options (right to buy)	\$ 45.28	12/18/2014		M	450,000	02/03/2009	02/03/2015	Common Stock	4
Non-Qualified Stock Options (right to buy)	\$ 55.3583	12/18/2014		M	150,000	02/03/2009	02/03/2015	Common Stock	1
Non-Qualified Stock Options (right to buy)	\$ 48.355	12/18/2014		M	187,500	05/02/2009	05/02/2015	Common Stock	1
Non-Qualified Stock Options (right to buy)	\$ 57.4183	12/18/2014		M	62,500	05/02/2009	05/02/2015	Common Stock	6

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Chief Exec Officer	

HEMSLEY STEPHEN J
C/O UNITEDHEALTH GROUP
9900 BREN ROAD EAST
MINNETONKA, MN 55343

Signatures

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

12/22/2014

__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).

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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