

WILENSKY GAIL R
Form 4
December 12, 2007

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 *
WILENSKY GAIL R

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)
12/11/2007

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

C/O UNITEDHEALTH GROUP INCORPORATED, 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			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 Ownership (Instr. 4)
			Code	V	Amount				
Common Stock	12/11/2007		M		10,000	A \$ 7.7579	44,090	D	
Common Stock	12/11/2007		M		10,000	A \$ 11.0079	54,090	D	
Common Stock	12/11/2007		M		5,000	A \$ 13.2422	59,090	D	
Common Stock	12/11/2007		S		1,253	D \$ 57.48	57,837	D	
	12/11/2007		S		1,903	D \$ 57.47	55,934	D	

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Common Stock							
Common Stock	12/11/2007	S	409	D	\$ 57.46	55,525	D
Common Stock	12/11/2007	S	503	D	\$ 57.45	55,022	D
Common Stock	12/11/2007	S	703	D	\$ 57.44	54,319	D
Common Stock	12/11/2007	S	406	D	\$ 57.43	53,913	D
Common Stock	12/11/2007	S	806	D	\$ 57.42	53,107	D
Common Stock	12/11/2007	S	2,832	D	\$ 57.41	50,275	D
Common Stock	12/11/2007	S	14,300	D	\$ 57.4	35,975	D
Common Stock	12/11/2007	S	703	D	\$ 57.39	35,272	D
Common Stock	12/11/2007	S	200	D	\$ 57.38	35,072	D
Common Stock	12/11/2007	S	500	D	\$ 57.37	34,572	D
Common Stock	12/11/2007	S	300	D	\$ 57.36	34,272	D
Common Stock	12/11/2007	S	182	D	\$ 57.35	34,090	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 required to respond unless the form displays a currently valid OMB control number.

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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)		Title

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					Date Exercisable	Expiration Date		Am or Nun of S
Non-Qualified Stock Option (right to buy)	\$ 7.7579	12/11/2007	M	10,000	10/03/2000	04/03/2010	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 11.0079	12/11/2007	M	10,000	01/03/2001	07/03/2010	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 13.2422	12/11/2007	M	5,000	04/02/2001	10/02/2010	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILENSKY GAIL R
C/O UNITEDHEALTH GROUP INCORPORATED
9900 BREN ROAD EAST
MINNETONKA, MN 55343

X

Signatures

By: Dannette L. Smith, Attorney-In-Fact For: Gail R.
Wilensky

12/12/2007

__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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