

UNITEDHEALTH GROUP INC

Form 4

February 07, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHALALA DONNA E

(Last) (First) (Middle)

**C/O UNITEDHEALTH GROUP
INCORPORATED, 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)
02/07/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 (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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/07/2005		M		36,000	A \$ 26.9	36,000 D
Common Stock	02/07/2005		M		5,000	A \$ 46.175	41,000 D
Common Stock	02/07/2005		M		5,000	A \$ 44.235	46,000 D
Common Stock	02/07/2005		M		5,000	A \$ 42.855	51,000 D
	02/07/2005		M		5,000	A \$ 45.64	56,000 D

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Common
Stock

Common Stock	02/07/2005	M	5,000	A	\$ 50.31	61,000	D
Common Stock	02/07/2005	S	58,700	D	\$ 89.05	2,300	D
Common Stock	02/07/2005	S	2,300	D	\$ 89.39	0	D

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 26.9	02/07/2005		M		36,000		05/29/2002	05/29/2011	Common Stock	36,000
Non-Qualified Stock Option (right to buy)	\$ 42.855	02/07/2005		M		5,000		01/02/2003	01/02/2013	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 44.235	02/07/2005		M		5,000		10/01/2002	10/01/2012	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 45.64	02/07/2005		M		5,000		04/01/2003	04/01/2013	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 46.175	02/07/2005		M		5,000		07/01/2002	07/01/2012	Common Stock	5,000
Non-Qualified Stock Option	\$ 50.31	02/07/2005		M		5,000		07/01/2003	07/01/2013	Common Stock	5,000

