

UNITEDHEALTH GROUP INC
 Form 4
 May 31, 2007

FORM 4

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

OMB APPROVAL

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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 *
BURKE RICHARD T

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)
05/29/2007

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/30/2007 | | S | | 8,400 | D | \$ 54.55 |
| Common Stock | 05/30/2007 | | S | | 13,400 | D | \$ 54.56 |
| Common Stock | 05/30/2007 | | S | | 7,900 | D | \$ 54.57 |
| Common Stock | 05/30/2007 | | S | | 8,200 | D | \$ 54.58 |
| | 05/30/2007 | | S | | 10,600 | D | |
| | | | | | | | 2,819,800 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|
| Common Stock | | | | | \$ 54.59 | | |
| Common Stock | 05/30/2007 | S | 6,317 | D | \$ 54.6 | 2,813,483 | D |
| Common Stock | 05/30/2007 | S | 2,183 | D | \$ 54.61 | 2,811,300 | D |
| Common Stock | 05/30/2007 | S | 1,200 | D | \$ 54.62 | 2,810,100 | D |
| Common Stock | 05/30/2007 | S | 4,065 | D | \$ 54.63 | 2,806,035 | D |
| Common Stock | 05/30/2007 | S | 1,200 | D | \$ 54.64 | 2,804,835 | D |
| Common Stock | 05/30/2007 | S | 2,418 | D | \$ 54.65 | 2,802,417 | D |
| Common Stock | 05/30/2007 | S | 700 | D | \$ 54.66 | 2,801,717 | D |
| Common Stock | 05/30/2007 | S | 1,082 | D | \$ 54.67 | 2,800,635 | D |
| Common Stock | 05/30/2007 | S | 2,000 | D | \$ 54.68 | 2,798,635 | D |
| Common Stock | 05/30/2007 | S | 135 | D | \$ 54.69 | 2,798,500 | D |
| Common Stock | 05/30/2007 | S | 400 | D | \$ 54.71 | 2,798,100 | D |
| Common Stock | 05/30/2007 | S | 800 | D | \$ 54.72 | 2,797,300 | D |
| Common Stock | 05/30/2007 | S | 400 | D | \$ 54.73 | 2,796,900 | D |
| Common Stock | 05/30/2007 | S | 500 | D | \$ 54.74 | 2,796,400 | D |
| Common Stock | 05/30/2007 | S | 400 | D | \$ 54.76 | 2,796,000 | D |
| Common Stock | 05/30/2007 | S | 700 | D | \$ 54.78 | 2,795,300 | D |
| Common Stock | 05/30/2007 | S | 800 | D | \$ 54.79 | 2,794,500 | D |
| Common Stock | 05/30/2007 | S | 400 | D | \$ 54.86 | 2,794,100 | D |
| Common Stock | 05/30/2007 | S | 400 | D | \$ 54.88 | 2,793,700 | D |
| | 05/30/2007 | S | 400 | D | | 2,793,300 | D |

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Common Stock \$ 54.89
 Common Stock 132,248 I by Spouse

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

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 54.57 | 05/29/2007 | | A ⁽¹⁾ | 960 | 05/29/2007 05/29/2017 | Common Stock | 960 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BURKE RICHARD T C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343 | X | | | |

Signatures

By: Dannette L. Smith For: Richard T. Burke 05/31/2007
 **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).

These options are being granted as compensation for attendance at the regularly scheduled quarterly meetings of the Board of Directors
(1) and committee meeting(s) of the Issuer. The reporting person previously elected to convert cash meeting attendance fees into stock options pursuant to a previously approved policy.

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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