

RANGEN ERIC S
Form 4
May 09, 2013

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 *
RANGEN ERIC 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)
05/07/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP & Chief Acctg 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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	05/07/2013		M			23,609 A \$ 52.21	48,093.544	D	
Common Stock	05/07/2013		F			21,529 D \$ 60.2	26,564.544	D	
Common Stock	05/07/2013		M			35,485 A \$ 54.41	62,049.544	D	
Common Stock	05/07/2013		F			33,219 D \$ 60.2	28,830.544	D	
Common Stock	05/07/2013		M			36,600 A \$ 33.94	65,430.544	D	

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Common Stock	05/07/2013	F	27,485	D	\$ 60.2	37,945.544	D
Common Stock	05/07/2013	M	24,664	A	\$ 29.74	62,609.544	D
Common Stock	05/07/2013	F	18,200	D	\$ 60.2	44,409.544	D
Common Stock	05/07/2013	S	19,925	D	\$ 60.9782 <u>(1)</u>	24,484.544	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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 52.21	05/07/2013		M	23,609	01/30/2011 01/30/2017	Common Stock	23,609	
Stock Appreciation Rights	\$ 54.41	05/07/2013		M	35,485	05/28/2011 05/28/2017	Common Stock	35,485	
Stock Appreciation Rights	\$ 33.94	05/07/2013		M	36,600	06/05/2012 06/05/2018	Common Stock	36,600	
Stock Appreciation Rights	\$ 29.74	05/07/2013		M	24,664	02/03/2013 02/23/2019	Common Stock	24,664	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

RANGEN ERIC S
C/O UNITEDHEALTH GROUP
9900 BREN ROAD EAST
MINNETONKA, MN 55343

Sr VP & Chief Acctg Officer

Signatures

Dannette L. Smith, Attorney-in-Fact for Eric S.
Rangen

05/09/2013

__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).

This transaction was executed in multiple trades ranging from \$60.97 to \$61.015 per share. The price reported above reflects the weighted
(1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the sales were effected.

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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