

WICHMANN DAVID S
Form 4/A
March 08, 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 *
WICHMANN DAVID 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)

C/O UNITEDHEALTH
GROUP, 9900 BREN ROAD EAST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2007

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP & Pres, Ind & Em Mkt Grp

MINNETONKA, MN 55343

4. If Amendment, Date Original Filed(Month/Day/Year)
11/09/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title Underly |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code | | Acquired (A) or Disposed of (D) | | (Month/Day/Year) | | (Instr. 3) |
|---|---|------------------------------|---------------------|---|------------------------------------|---------|---------------------|--------------------|--------------|
| | | | (Instr. 8) | | (A) | (D) | Date Exercisable | Expiration Date | |
| Non-Qualified Stock Option (right to buy) | \$ 8.0859 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | V | 60,000 | | ⁽¹⁾⁽²⁾ | 03/08/2010 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 14.7891 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | | 120,000 | | ⁽¹⁾⁽²⁾ | 07/26/2010 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 14.5075 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | | 240,000 | | ⁽¹⁾⁽²⁾ | 01/17/2011 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 14.7 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | | 80,000 | | ⁽¹⁾⁽²⁾ | 01/17/2011 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 18.2375 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | | 300,000 | | ⁽¹⁾⁽²⁾ | 01/07/2012 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 22.11 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | | 200,000 | | ⁽¹⁾⁽²⁾ | 08/05/2012 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 20.06 | 03/06/2007 ⁽¹⁾⁽²⁾ | D ⁽¹⁾⁽²⁾ | | | 200,000 | ⁽¹⁾⁽²⁾ | 02/12/2013 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 22.5086 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | | 200,000 | | ⁽¹⁾⁽²⁾ | 02/12/2013 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 26.95 | 03/06/2007 ⁽¹⁾⁽²⁾ | D ⁽¹⁾⁽²⁾ | | | 112,500 | ⁽¹⁾⁽²⁾ | 11/28/2013 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 29.3986 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | | 112,500 | | ⁽¹⁾⁽²⁾ | 11/28/2013 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 30.675 | 03/06/2007 ⁽¹⁾⁽²⁾ | D ⁽¹⁾⁽²⁾ | | | 75,000 | ⁽¹⁾⁽²⁾ | 08/06/2014 | Comm Stoc |
| Non-Qualified Stock Option (right to buy) | \$ 33.1236 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | | 75,000 | | ⁽¹⁾⁽²⁾ | 08/06/2014 | Comm Stoc |
| Non-Qualified Stock Option | \$ 30.675 | 03/06/2007 ⁽³⁾ | D ⁽³⁾ | | | 75,000 | ⁽³⁾ | 08/06/2014 | Comm Stoc |

| | | | | | | | | |
|---|------------|------------------------------|---------------------|---------|-------------------|------------|--------------|--|
| (right to buy) | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 31.535 | 03/06/2007 ⁽³⁾ | A ⁽³⁾ | 75,000 | ⁽³⁾ | 08/06/2014 | Comr Stoc | |
| Non-Qualified Stock Option (right to buy) | \$ 39.85 | 03/06/2007 ⁽¹⁾⁽²⁾ | D ⁽¹⁾⁽²⁾ | 154,000 | ⁽¹⁾⁽²⁾ | 12/07/2014 | Comr Stoc | |
| Non-Qualified Stock Option (right to buy) | \$ 42.2986 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | 154,000 | ⁽¹⁾⁽²⁾ | 12/07/2014 | Comr Stoc | |
| Non-Qualified Stock Option (right to buy) | \$ 47.34 | 03/06/2007 ⁽¹⁾⁽²⁾ | D ⁽¹⁾⁽²⁾ | 25,000 | ⁽¹⁾⁽²⁾ | 05/02/2015 | Comr Stoc | |
| Non-Qualified Stock Option (right to buy) | \$ 49.7886 | 03/06/2007 ⁽¹⁾⁽²⁾ | A ⁽¹⁾⁽²⁾ | 25,000 | ⁽¹⁾⁽²⁾ | 05/02/2015 | Comr Stoc | |
| Non-Qualified Stock Option (right to buy) | \$ 47.34 | 03/06/2007 ⁽³⁾ | D ⁽³⁾ | 75,000 | ⁽³⁾ | 05/02/2015 | Comr Stoc | |
| Non-Qualified Stock Option (right to buy) | \$ 48.335 | 03/06/2007 ⁽³⁾ | A ⁽³⁾ | 75,000 | ⁽³⁾ | 05/02/2015 | Comr Stoc | |
| Non-Qualified Stock Option (right to buy) | \$ 57.89 | 03/06/2007 ⁽³⁾ | D ⁽³⁾ | 65,000 | ⁽³⁾ | 10/31/2015 | Comr Stoc | |
| Non-Qualified Stock Option (right to buy) | \$ 59 | 03/06/2007 ⁽³⁾ | A ⁽³⁾ | 65,000 | ⁽³⁾ | 10/31/2015 | Comr Stoc | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WICHMANN DAVID S C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343 | | | EVP & Pres, Ind & Em Mkt Grp | |

Signatures

/s/By: Dannette L. Smith for David S. Wichmann 03/08/2007

**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).

This Statement of Changes in Beneficial Ownership on Form 4 ("Form 4") amends that certain Form 4 filed by the reporting person with the Securities and Exchange Commission ("SEC") on November 9, 2006 to reflect the amended exercise prices of the options specified above. The options were repriced pursuant to an option repricing agreement the reporting person entered into with UnitedHealth Group

- (1) Incorporated (the "Company") to (a) increase the exercise prices of each option with stated grant dates between 1994 and 2002 (each a "Subject Option") to the closing price of the Company's common stock on the accounting measurement date for the option grant, and (b) increase the exercise prices of certain post-2002 vested options held by the reporting person to account for the value attributable to the differences between such closing prices and the exercise prices of the previously exercised Subject Options. (Continued in footnote no 2)

- (2) The accounting measurement date for each option grant was finalized on March 6, 2007 when the Company filed with the SEC its annual report on Form 10-K for the year ended December 31, 2006 and restated its prior-year financial statements. See the Form 4 filed by the reporting person with the SEC on November 9, 2006 for additional information.

The reporting person has also entered into an agreement, effective as of December 22, 2006, with the Company to increase the exercise prices of the options specified above (which vested in 2005 or later and are potentially subject to a surtax under Section 409A of the Internal Revenue Code) to the closing price of the Company's common stock on the accounting measurement date for each option grant.

- (3) The accounting measurement date for each option grant was finalized on March 6, 2007. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be a cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

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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