

UNITEDHEALTH GROUP INC  
Form 4  
April 19, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Mikan George Lawrence III

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)  
04/17/2007

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP and CFO

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 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.

**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.**

SEC 1474  
(9-02)

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

Edgar Filing: UNITEDHEALTH GROUP INC - Form 4

| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---------|--|-----------------|--|
|  |  |                                      |  | Code                           | V | (A)   | (D)     | Date Exercisable   | Expiration Date |  |
| Non-Qualified Stock Option (right to buy)  | \$ 14.175  | 04/18/2007 <sup>(1)</sup>            |  | D <sup>(1)</sup>               |   |   | 10,000  | <sup>(1)</sup>   | 06/01/2011      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 16.625  | 04/18/2007 <sup>(1)</sup>            |  | A <sup>(1)</sup>               |   |   | 10,000  | <sup>(1)</sup>   | 06/01/2011      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 17.3875   | 04/18/2007 <sup>(1)</sup>            |  | D <sup>(1)</sup>               |   |   | 50,000  | <sup>(1)</sup>   | 01/07/2012      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 18.1225   | 04/18/2007 <sup>(1)</sup>            |  | A <sup>(1)</sup>               |   |   | 50,000  | <sup>(1)</sup>   | 01/07/2012      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 20.535  | 04/17/2007 <sup>(1)</sup>            |  | D <sup>(1)</sup>               |   |   | 30,000  | <sup>(1)</sup>   | 08/05/2012      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 22.11   | 04/17/2007 <sup>(1)</sup>            |  | A <sup>(1)</sup>               |   |   | 30,000  | <sup>(1)</sup>   | 08/05/2012      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 20.06   | 04/17/2007 <sup>(1)</sup>            |  | D <sup>(1)</sup>               |   |   | 75,000  | <sup>(1)</sup>   | 02/12/2013      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 20.725  | 04/17/2007 <sup>(1)</sup>            |  | A <sup>(1)</sup>               |   |   | 75,000  | <sup>(1)</sup>   | 02/12/2013      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 26.175  | 04/17/2007 <sup>(1)</sup>            |  | D <sup>(1)</sup>               |   |   | 52,500  | <sup>(1)</sup>   | 10/28/2013      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 28.1  | 04/17/2007 <sup>(1)</sup>            |  | A <sup>(1)</sup>               |   |   | 52,500  | <sup>(1)</sup>   | 10/28/2013      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 30.17   | 04/17/2007 <sup>(1)</sup>            |  | D <sup>(1)</sup>               |   |   | 150,000 | <sup>(1)</sup>   | 05/10/2014      | Common Stock                             |
| Non-Qualified Stock Option (right to buy)  | \$ 30.705  | 04/17/2007 <sup>(1)</sup>            |  | A <sup>(1)</sup>               |   |   | 150,000 | <sup>(1)</sup>   | 05/10/2014      | Common Stock                             |
|  | \$ 38.875  | 04/17/2007 <sup>(1)</sup>            |  | D <sup>(1)</sup>               |   |   | 190,000 | <sup>(1)</sup>   | 11/04/2014      |  |

|   |           |                           |                  |         |         |                |            |                |
|---|-----------|---------------------------|------------------|---------|---------|----------------|------------|----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) |           |                           |                  |         |         |                |            | Commo<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 42.865 | 04/17/2007 <sup>(1)</sup> | A <sup>(1)</sup> | 190,000 |         | <sup>(1)</sup> | 11/04/2014 | Commo<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 47.34  | 04/17/2007 <sup>(1)</sup> | D <sup>(1)</sup> |         | 100,000 | <sup>(1)</sup> | 05/02/2015 | Commo<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 48.57  | 04/17/2007 <sup>(1)</sup> | A <sup>(1)</sup> | 100,000 |         | <sup>(1)</sup> | 05/02/2015 | Commo<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 57.89  | 04/17/2007 <sup>(1)</sup> | D <sup>(1)</sup> |         | 45,000  | <sup>(1)</sup> | 10/31/2015 | Commo<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 60.07  | 04/17/2007 <sup>(1)</sup> | A <sup>(1)</sup> | 45,000  |         | <sup>(1)</sup> | 10/31/2015 | Commo<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Mikan George Lawrence III<br>C/O UNITEDHEALTH GROUP INCORPORATED<br>9900 BREN ROAD EAST<br>MINNETONKA, MN 55343 |               |           | EVP and CFO |       |

## Signatures

/s/ Dannette L. Smith for George L.  
Mikan III

04/19/2007

\*\*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).

Reflects action taken to increase the exercise price of any stock option (or portion thereof) that was granted to Mr. Mikan prior to his becoming an executive officer of UnitedHealth Group Incorporated and is potentially subject to a surtax under Section 409A of the

- (1) Internal Revenue Code to the closing price of the Company's common stock on the accounting measurement date for that stock option. 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.