

Mikan George Lawrence III
Form 4
August 26, 2008

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mikan George Lawrence III

(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)
08/22/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec VP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	08/22/2008		M		30,000	A	\$ 14.175	75,944 ⁽¹⁾	D
Common Stock	08/22/2008		M		10,000	A	\$ 16.625	85,944 ⁽¹⁾	D
Common Stock	08/22/2008		M		35,000	A	\$ 17.3875	120,944 ⁽¹⁾	D
Common Stock	08/22/2008		M		25,000	A	\$ 18.1255	145,944 ⁽¹⁾	D
	08/22/2008		S		100,000	D		45,944 ⁽¹⁾	D

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Common
Stock

\$
30.2727
(2)

Common
Stock

140 I by 401(k)

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 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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.175	08/22/2008		M	30,000	06/01/2002 ⁽³⁾ 06/01/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.625	08/22/2008		M	10,000	06/01/2002 ⁽³⁾ 06/01/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.3875	08/22/2008		M	35,000	01/07/2003 ⁽⁴⁾ 01/07/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.1255	08/22/2008		M	25,000	01/07/2003 ⁽⁴⁾ 01/07/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mikan George Lawrence III C/O UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST	Exec VP & CFO

MINNETONKA, MN 55343

Signatures

Dannette L. Smith, Attorney-In-Fact For: George Lawrence
Mikan III

08/26/2008

____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).

(1) Includes shares acquired under UnitedHealth Group's Employee Stock Purchase Plan.

This transaction was executed in multiple trades at prices ranging from \$30.25 to \$30.50. The price reported above reflects the weighted
(2) average purchase 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 transactions were effected.

(3) The option is exercisable in four equal annual installments beginning 6/1/02.

(4) The option is exercisable in four equal annual installments beginning 1/7/03.

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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