

Tuckson Reed Vaughn
 Form 4
 February 10, 2012

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 *
 Tuckson Reed Vaughn

2. Issuer Name and Ticker or Trading Symbol
 UNITEDHEALTH GROUP INC
 [UNH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP & Chief of Medical Affairs

(Last) (First) (Middle)
 C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2012

MINNETONKA, MN 55343

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

(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) Price | | | |
| Common Stock | 02/09/2012 | | F | 2,322 D \$ 53.06 | 122,940.866 | D | |
| Common Stock | 02/09/2012 | | F | 2,914 D \$ 53.06 | 120,026.866 | D | |
| Common Stock | 02/09/2012 | | M | 52,500 A \$ 30.979 | 172,526.866 | D | |
| Common Stock | 02/09/2012 | | M | 17,500 A \$ 28.1 | 190,026.866 | D | |
| Common Stock | 02/09/2012 | | M | 110,000 A \$ 43.679 | 300,026.866 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----------------------------|-------------|---|-----------|
| Common Stock | 02/09/2012 | M | 110,000 | A | \$ 42.865 | 410,026.866 | D | |
| Common Stock | 02/09/2012 | S | 290,000 | D | \$ 53.1214 <u>(1)</u> | 120,026.866 | D | |
| Common Stock | | | | | | 57.9304 | 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 Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 30.979 | 02/09/2012 | | M | 52,500 | <u>(2)</u> | 10/28/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 28.1 | 02/09/2012 | | M | 17,500 | 10/28/2007 | 10/28/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 43.679 | 02/09/2012 | | M | 110,000 | <u>(3)</u> | 11/04/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 42.865 | 02/09/2012 | | M | 110,000 | <u>(4)</u> | 11/04/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tuckson Reed Vaughn C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST | | | EVP & Chief of Medical | |

MINNETONKA, MN 55343

Affairs

Signatures

Dannette L. Smith, Attorney-in-Fact for: Reed V.
Tuckson

02/10/2012

__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 \$53.09 to \$53.145 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 transactions were effected.
 - (2) The stock options vested at a rate of 33% annually on October 28 from the years 2004 through 2006.
 - (3) The stock options vested at a rate of 50% annually on November 4 from the years 2005 through 2006.
 - (4) The stock options vested at a rate of 50% annually on November 4 from the years 2007 through 2008.

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.