

UNITEDHEALTH GROUP INC
Form 4/A
April 18, 2014

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 *
HEMSLEY STEPHEN J

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)
02/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President & Chief Exec Officer

MINNETONKA, MN 55343

4. If Amendment, Date Original Filed(Month/Day/Year)
02/14/2014

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/12/2014 ⁽¹⁾ | | A | | 26,695 | A | \$ 70.24 |
| | | | | | (2) (3) | | 2,661,686.868 |
| Common Stock | 02/12/2014 ⁽¹⁾ | | A | | 28,474 | A | \$ 70.24 |
| | | | | | (3) (4) | | 2,690,160.868 |
| | | | | | (5) | | D |

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

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restricted stock units is 53,389.

In the reporting person's original Form 4 filing, the number of shares in the "Number of Derivative Securities Acquired or Disposed of,"

- (6) "Title and Amount of Underlying Securities - Amount or Number of Shares" and "Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)" columns were incorrectly reported.
- (7) The stock options vest at a rate of 25% annually on February 12 from the years 2015 through 2018.

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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