

UNITEDHEALTH GROUP INC  
 Form 4  
 November 09, 2006

**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

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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 \*  
**SHEEHY ROBERT 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)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/07/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**CEO, UnitedHealthcare**

**C/O UNITEDHEALTH GROUP, 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 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)**

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 (Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date		Title
Non-Qualified Stock Option (right to buy)	\$ 4.1719	11/07/2006	D <sup>(1)(2)</sup>			40,000		<sup>(1)(2)</sup>	10/01/2008	Comm Stoc
Non-Qualified Stock Option (right to buy)	<sup>(1)(2)</sup>	11/07/2006	A <sup>(1)(2)</sup>			40,000		<sup>(1)(2)</sup>	10/01/2008	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 5	11/07/2006	D <sup>(1)(2)</sup>			60,000		<sup>(1)(2)</sup>	10/16/2008	Comm Stoc
Non-Qualified Stock Option (right to buy)	<sup>(1)(2)</sup>	11/07/2006	A <sup>(1)(2)</sup>			60,000		<sup>(1)(2)</sup>	10/16/2008	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 5.0157	11/07/2006	D <sup>(1)(2)</sup>			310,080		<sup>(1)(2)</sup>	10/13/2009	Comm Stoc
Non-Qualified Stock Option (right to buy)	<sup>(1)(2)</sup>	11/07/2006	A <sup>(1)(2)</sup>			310,080		<sup>(1)(2)</sup>	10/13/2009	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 5.9532	11/07/2006	D <sup>(1)(2)</sup>			320,000		<sup>(1)(2)</sup>	03/08/2010	Comm Stoc
Non-Qualified Stock Option (right to buy)	<sup>(1)(2)</sup>	11/07/2006	A <sup>(1)(2)</sup>			320,000		<sup>(1)(2)</sup>	03/08/2010	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 9.7735	11/07/2006	D <sup>(1)(2)</sup>			160,000		<sup>(1)(2)</sup>	07/26/2010	Comm Stoc
Non-Qualified Stock Option (right to buy)	<sup>(1)(2)</sup>	11/07/2006	A <sup>(1)(2)</sup>			160,000		<sup>(1)(2)</sup>	07/26/2010	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 13.1719	11/07/2006	D <sup>(1)(2)</sup>			300,000		<sup>(1)(2)</sup>	01/17/2011	Comm Stoc
Non-Qualified Stock Option (right to buy)	<sup>(1)(2)</sup>	11/07/2006	A <sup>(1)(2)</sup>			300,000		<sup>(1)(2)</sup>	01/17/2011	Comm Stoc
Non-Qualified Stock Option	\$ 17.3875	11/07/2006	D <sup>(1)(2)</sup>			300,000		<sup>(1)(2)</sup>	01/07/2012	Comm Stoc

