

Mikan George Lawrence III
 Form 4
 August 26, 2008

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

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/22/2008

(Street)
 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. Code	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 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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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 Underlying Security (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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